

Bulk Traded.

In accordance with Section 854 of the Companies Act 2006

AR01
Annual Return

BLUEPRINT
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A fee is payable with this form
Please see 'How to pay' on the last page

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Please go to www.companieshouse.gov.uk

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A19FGJTR
A27 08/05/2010 458
COMPANIES HOUSE
A29 30/04/2010 273
COMPANIES HOUSE
A09 21/04/2010 315
COMPANIES HOUSE

What this form is for
You may use this form to confirm that the company information is correct as at the date of this return. You must file an Annual Return at least once every year.

What this form is NOT for
You cannot use this form to give notice of changes to the company officers, registered office address, company type or information relating to the company records.

Part 1 Company details

The section must be completed by all companies

Filing in this form
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

A1 Company details

Company number 4 7 0 6 9 3 0

Company name in full **ROLLS-ROYCE GROUP plc**

Company name change
If your company has recently changed its name, please provide the company name as at the date of this return

A2 Return date

Please give the annual return made up date. The return date must not be a future date. The annual return must be delivered within 28 days of the date given below.

Date of this return ^d2 ^d1 ^m0 ^m3 ^y2 ^y0 ^y1 ^y0

Date of this return
Your company's return date is usually the anniversary of incorporation or the anniversary of the last annual return filed at Companies House. You may choose an earlier return date but it must not be a later date.

A3 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities.

Classification code 1 7 4 1 5 ✓
Classification code 2
Classification code 3
Classification code 4

Principal business activity
You must provide a trade classification code (SIC code) or a description of your company's main business in this section.
A full list of the trade classification codes are available on our website www.companieshouse.gov.uk

If you cannot determine a code, please give a brief description of your business activity below

Principal activity description

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A4

Company type ①

Please confirm your company type by ticking the appropriate box below (only one box must be ticked) ✓

- Public limited company
- Private company limited by shares
- Private company limited by guarantee
- Private company limited by shares exempt under section 60
- Private company limited by guarantee exempt under section 60
- Private unlimited company with share capital
- Private unlimited company without share capital

① **Company type**

If you are unsure of your company type, please check your latest certificate of incorporation or our website
www.companieshouse.gov.uk

A5

Registered office address ②

Building name/number	65
Street	Buckingham Gate ✓
Post town	London
County/Region	
Postcode	S W 1 E 6 A T

② **Change of registered office**

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return

A6

Single alternative inspection location (SAIL) of the company records (if applicable) ③

Building name/number	Computershare Investor Services PLC
Street	The Pavillions ✓ Bridgewater Road
Post town	Bristol
County/Region	England
Postcode	B S 1 3 8 A E

③ **SAIL address**

This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form AD02 and submit it together with this annual return

A7

Location of company records ④

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6 ✓

- Register of members
- Register of directors
- Directors' service contracts
- Directors' indemnities
- Register of secretaries
- Records of resolutions etc
- Contracts relating to purchase of own shares
- Documents relating to redemption or purchase of own share out of capital by private company
- Register of debenture holders
- Report to members of outcome of investigation by public company into interests in its shares
- Register of interests in shares disclosed to public company ✓
- Instruments creating charges and register of charges England and Wales or Northern Ireland
- Instruments creating charges and register of charges Scotland

④ **Location of company records**

If the company records are held at the registered office address, do not tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return

Part 2 Officers of the company

This section should include details of the company at the date to which this annual return is made up

- For a secretary who is an individual, go to Section B1
- For a corporate secretary, go to Section C1
- For a director who is an individual, go to Section D1
- For a corporate director, go to Section E1

Continuation pages

Please use a continuation page if you need to enter more officer details

Secretary

B1 Secretary's details

Please use this section to list all the secretaries of the company
For a corporate secretary, complete Section C1-C4

Title*	Mr
Full forename(s)	Timothy Michael
Surname	RAYNER ✓
Former name(s)	

Secretary appointments

You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return.

Corporate details

Please use Section C1-C4 to enter corporate secretary details

Secretary details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03.

Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address

Building name/number	65
Street	Buckingham Gate ✓
Post town	London
County/Region	
Postcode	S W 1 E 6 A T
Country	England

Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate secretary

C1	Corporate secretary's details ¹	<p>1 Corporate secretary appointments You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return.</p> <p>Corporate secretary details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04.</p> <p>This information will appear on the public record.</p>							
	Please use this section to list all the corporate secretaries of the company								
Corporate body/firm name									
Building name/number									
Street									
Post town									
County/Region									
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>								
Country									

C2	Location of the registry of the corporate body or firm
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only

C3	EEA companies ²	<p>2 EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ³		
Registration number		

C4	Non-EEA companies	<p>4 Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⁴		
If applicable, the registration number		

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Director

D1 Director's details

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	
Full forename(s)	Helen
Surname	ALEXANDER
Former name(s)	
Country/State of residence	
Nationality	British
Date of birth	d ¹ d ⁰ m ⁰ m ² y ¹ y ⁹ y ⁵ y ⁷
Business occupation (if any)	Company Director

Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address

Building name/number	Mill Stream
Street	Maidenhead Road Windsor
Post town	Berkshire
County/Region	England
Postcode	S L 4 5 G D
Country	United Kingdom

Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Director

D1 Director's details

Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	
Full forename(s)	Peter John
Surname	BYROM
Former name(s)	
Country/State of residence	England ✓
Nationality	British
Date of birth	d 2 d 3 m 0 m 6 y 1 y 9 y 4 y 4 ✓
Business occupation (if any)	Non-executive Director

Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
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Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address

Building name/number	65 ✓
Street	Buckingham Gate ✓
Post town	London
County/Region	
Postcode	S W 1 E 6 A T
Country	England

Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Director

D1 Director's details [Ⓢ]																	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4																	
Title*	Mr																
Full forename(s)	Iain Cameron																
Surname	CONN																
Former name(s) [Ⓢ]																	
Country/State of residence	United Kingdom ✓																
Nationality	British ✓																
Date of birth	<table border="1"> <tr> <td>d</td><td>2</td><td>d</td><td>2</td> <td>m</td><td>1</td><td>m</td><td>0</td> <td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>2</td> </tr> </table>	d	2	d	2	m	1	m	0	y	1	y	9	y	6	y	2
d	2	d	2	m	1	m	0	y	1	y	9	y	6	y	2		
Business occupation (if any)	Company Director																

Ⓢ Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return

Corporate details
Please use Section E1-E4 to enter corporate director details

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01

Ⓢ Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

D2 Director's service address [Ⓢ]									
Building name/number	1 ST JAME'S SQUARE ✓								
Street									
Post town	LONDON								
County/Region									
Postcode	<table border="1"> <tr> <td>S</td><td>W</td><td>1</td><td>Y</td><td></td><td>4</td><td>P</td><td>D</td> </tr> </table>	S	W	1	Y		4	P	D
S	W	1	Y		4	P	D		
Country									

Ⓢ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address

This information will appear on the public record

Director

D1 Director's details																	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4																	
Title*	Professor																
Full forename(s)	Peter																
Surname	GREGSON																
Former name(s)																	
Country/State of residence	Northern Ireland																
Nationality	British																
Date of birth	<table border="1"> <tr> <td>d</td><td>0</td><td>d</td><td>3</td><td>m</td><td>1</td><td>m</td><td>1</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>5</td><td>y</td><td>7</td> </tr> </table>	d	0	d	3	m	1	m	1	y	1	y	9	y	5	y	7
d	0	d	3	m	1	m	1	y	1	y	9	y	5	y	7		
Business occupation (if any)	President & Vice Chancellor of Queen's University Belfast																

Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address									
Building name/number	65								
Street	Buckingham Gate								
Post town	London								
County/Region									
Postcode	<table border="1"> <tr> <td>S</td><td>W</td><td>1</td><td>E</td><td></td><td>6</td><td>A</td><td>T</td> </tr> </table>	S	W	1	E		6	A	T
S	W	1	E		6	A	T		
Country	England								

Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Director

D1

Director's details

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	
Full forename(s)	James Mathew
Surname	GUYETTE
Former name(s)	
Country/State of residence	England
Nationality	American ✓
Date of birth	d 1 d 5 m 0 m 4 y 1 y 9 y 4 y 5
Business occupation (if any)	President & CEO - Rolls-Royce North America

Director appointments

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return

Corporate details

Please use Section E1-E4 to enter corporate director details

Director details

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01

Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

D2

Director's service address

Building name/number	65
Street	Buckingham Gate ✓
Post town	London
County/Region	
Postcode	S W 1 E 6 A T
Country	England

Service address

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address

This information will appear on the public record

Director

D1 Director's details	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4	
Title*	Dr
Full forename(s)	John David Gibson
Surname	MCADAM
Former name(s)	
Country/State of residence	
Nationality	British ✓
Date of birth	d 3 d 0 m 0 m 4 y 1 y 9 y 4 y 8 ✓
Business occupation (if any)	Company Director

Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address	
Building name/number	Portland House ✓
Street	Bressenden Place ✓
Post town	LONDON
County/Region	England
Postcode	S W 1 E 5 B H
Country	

Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Director

D1 Director's details																	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4																	
Title*																	
Full forename(s)	John Mitchell																
Surname	NEILL																
Former name(s)																	
Country/State of residence	United Kingdom																
Nationality	British																
Date of birth	<table border="1"> <tr> <td>d</td><td>2</td><td>d</td><td>1</td><td>m</td><td>0</td><td>m</td><td>7</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>4</td><td>y</td><td>7</td> </tr> </table>	d	2	d	1	m	0	m	7	y	1	y	9	y	4	y	7
d	2	d	1	m	0	m	7	y	1	y	9	y	4	y	7		
Business occupation (if any)	Company Director																

Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address								
Building name/number	65							
Street	Buckingham Gate							
Post town	London							
County/Region								
Postcode	<table border="1"> <tr> <td>S</td><td>W</td><td>1</td><td>E</td><td>6</td><td>A</td><td>T</td> </tr> </table>	S	W	1	E	6	A	T
S	W	1	E	6	A	T		
Country	England							

Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Director

D1 Director's details																	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4																	
Title*																	
Full forename(s)	John Frederick																
Surname	RISHTON																
Former name(s)																	
Country/State of residence	Netherlands																
Nationality	British																
Date of birth	<table border="1"> <tr> <td>d</td><td>2</td><td>d</td><td>1</td><td>m</td><td>0</td><td>m</td><td>2</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>5</td><td>y</td><td>8</td> </tr> </table>	d	2	d	1	m	0	m	2	y	1	y	9	y	5	y	8
d	2	d	1	m	0	m	2	y	1	y	9	y	5	y	8		
Business occupation (if any)	Company Director																

Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address								
Building name/number	65							
Street	Buckingham Gate							
Post town	London							
County/Region								
Postcode	<table border="1"> <tr> <td>S</td><td>W</td><td>1</td><td>E</td><td>6</td><td>A</td><td>T</td> </tr> </table>	S	W	1	E	6	A	T
S	W	1	E	6	A	T		
Country	England							

Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Director

D1

Director's details [ⓐ]

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	Mr																
Full forename(s)	Simon Manwaring																
Surname	ROBERTSON																
Former name(s) [ⓑ]																	
Country/State of residence	United Kingdom																
Nationality	British																
Date of birth	<table border="1"> <tr> <td>d</td><td>0</td><td>d</td><td>4</td><td>m</td><td>0</td><td>m</td><td>3</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>4</td><td>y</td><td>1</td> </tr> </table>	d	0	d	4	m	0	m	3	y	1	y	9	y	4	y	1
d	0	d	4	m	0	m	3	y	1	y	9	y	4	y	1		
Business occupation (if any)	Investment Banker ✓																

ⓐ Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

ⓑ Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address [ⓐ]

Building name/number	8								
Street	CANADA SQUARE ✓								
Post town	LONDON								
County/Region									
Postcode	<table border="1"> <tr> <td>E</td><td>1</td><td>4</td><td></td><td>5</td><td>H</td><td>Q</td><td></td> </tr> </table>	E	1	4		5	H	Q	
E	1	4		5	H	Q			
Country									

ⓐ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Director

D1

Director's details [Ⓢ]

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*	Sir
Full forename(s)	John Edward Victor
Surname	ROSE
Former name(s) [Ⓢ]	
Country/State of residence	England
Nationality	British
Date of birth	d ⁰ d ⁹ m ¹ m ⁰ y ¹ y ⁹ y ⁵ y ²
Business occupation (if any)	Chief Executive

Ⓢ Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return

Corporate details
Please use Section E1-E4 to enter corporate director details

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01

Ⓢ Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

D2

Director's service address [Ⓢ]

Building name/number	65
Street	Buckingham Gate
Post town	London
County/Region	
Postcode	S W 1 E 6 A T
Country	England

Ⓢ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address

This information will appear on the public record

Director

D1 Director's details [ⓐ]																	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4																	
Title*																	
Full forename(s)	Andrew Barkley																
Surname	SHILSTON																
Former name(s) [ⓑ]																	
Country/State of residence	England																
Nationality	British																
Date of birth	<table border="1"> <tr> <td>d</td><td>2</td><td>d</td><td>0</td> <td>m</td><td>1</td><td>m</td><td>0</td> <td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>5</td><td>y</td><td>5</td> </tr> </table>	d	2	d	0	m	1	m	0	y	1	y	9	y	5	y	5
d	2	d	0	m	1	m	0	y	1	y	9	y	5	y	5		
Business occupation (if any)	Finance Director																

ⓐ Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

ⓑ Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address [ⓐ]								
Building name/number	65							
Street	Buckingham Gate							
Post town	London							
County/Region								
Postcode	<table border="1"> <tr> <td>S</td><td>W</td><td>1</td><td>E</td><td>6</td><td>A</td><td>T</td> </tr> </table>	S	W	1	E	6	A	T
S	W	1	E	6	A	T		
Country	England							

ⓐ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Director

D1

Director's details [ⓐ]

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*																	
Full forename(s)	Colin Peter																
Surname	SMITH																
Former name(s) [ⓑ]																	
Country/State of residence	England																
Nationality	British ✓																
Date of birth	<table border="1"> <tr> <td>d</td><td>1</td><td>d</td><td>3</td> <td>m</td><td>1</td><td>m</td><td>1</td> <td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>5</td><td>y</td><td>5</td> </tr> </table>	d	1	d	3	m	1	m	1	y	1	y	9	y	5	y	5
d	1	d	3	m	1	m	1	y	1	y	9	y	5	y	5		
Business occupation (if any)	Director of Engineering & Technology																

ⓐ Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

ⓑ Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address [ⓐ]

Building name/number	65								
Street	Buckingham Gate ✓								
Post town	London								
County/Region									
Postcode	<table border="1"> <tr> <td>S</td><td>W</td><td>1</td><td>E</td><td></td><td>6</td><td>A</td><td>T</td> </tr> </table>	S	W	1	E		6	A	T
S	W	1	E		6	A	T		
Country	England								

ⓐ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Director

D1 Director's details																	
Please use this section to list all the directors of the company For a corporate director, complete Section E1-E4																	
Title*	Mr																
Full forename(s)	Ian Charles																
Surname	STRACHAN																
Former name(s)																	
Country/State of residence	England																
Nationality	British ✓																
Date of birth	<table border="1"> <tr> <td>d</td><td>0</td><td>d</td><td>7</td> <td>m</td><td>0</td><td>m</td><td>4</td> <td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>4</td><td>y</td><td>3</td> </tr> </table>	d	0	d	7	m	0	m	4	y	1	y	9	y	4	y	3
d	0	d	7	m	0	m	4	y	1	y	9	y	4	y	3		
Business occupation (if any)	non-executive director																

Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Director's service address								
Building name/number	30 ✓							
Street	Bloomfield Terrace							
Post town	London							
County/Region								
Postcode	<table border="1"> <tr> <td>S</td><td>1</td><td>W</td><td></td><td>8</td><td>P</td><td>Q</td> </tr> </table>	S	1	W		8	P	Q
S	1	W		8	P	Q		
Country	England							

Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

Director

D1

Director's details [Ⓢ]

Please use this section to list all the directors of the company
For a corporate director, complete Section E1-E4

Title*																	
Full forename(s)	Michael James																
Surname	TERRETT																
Former name(s) [Ⓢ]																	
Country/State of residence	England																
Nationality	British																
Date of birth	<table border="1"> <tr> <td>d</td><td>3</td><td>d</td><td>0</td> <td>m</td><td>1</td><td>m</td><td>1</td> <td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>5</td><td>y</td><td>6</td> </tr> </table>	d	3	d	0	m	1	m	1	y	1	y	9	y	5	y	6
d	3	d	0	m	1	m	1	y	1	y	9	y	5	y	6		
Business occupation (if any)	Chief Operating Officer																

Ⓢ Director appointments
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

Corporate details
Please use Section E1-E4 to enter corporate director details.

Director details
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

Ⓢ Former name(s)
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2

Director's service address [Ⓢ]

Building name/number	65								
Street	Buckingham Gate								
Post town	London								
County/Region									
Postcode	<table border="1"> <tr> <td>S</td><td>W</td><td>1</td><td>E</td><td></td><td>6</td><td>A</td><td>T</td> </tr> </table>	S	W	1	E		6	A	T
S	W	1	E		6	A	T		
Country	England								

Ⓢ Service address
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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Corporate director

E1	Corporate director's details	<p>Please use this section to list all the corporate director's of the company</p>	<p>Corporate director appointments You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return.</p> <p>Corporate director details All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02.</p> <p>This information will appear on the public record.</p>								
	Corporate body/firm name										
	Building name/number										
	Street										
	Post town										
	County/Region										
	Postcode	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> </tr> </table>									
	Country										
E2	Location of the registry of the corporate body or firm	<p>Is the corporate director registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section E3 only</p> <p>→ No Complete Section E4 only</p>									
E3	EEA companies	<p>Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.</p>	<p>EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>								
	Where the company/firm is registered										
	Registration number										
E4	Non-EEA companies	<p>Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.</p>	<p>Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>								
	Legal form of the corporate body or firm										
	Governing law										
	If applicable, where the company/firm is registered										
	If applicable, the registration number										

Part 3 Statement of capital¹

Does your company have share capital?

- Yes Complete the sections below and the following Part 4
- No Go to Part 5 (Signature)

¹ This should reflect the company's capital status at the made up date of this annual return

F1 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 F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
non-cumulative redeemable preference shares (C Shares)	0 001	0 00	16,279,516,483	£ 16,279,516 483
Ordinary <i>20 p.</i>	0 24	0 00	1,854,123,931	£ 370,824,786 20
SPECIAL RIGHTS NON-VOTING	1 00	0 00	1	£ 1 00
				£
Totals			18,133,640,415	£ 387,104,303 683

F2 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 ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Totals					

Currency	Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ²	Amount (if any) unpaid on each share ²	Number of shares ³	Aggregate nominal value ⁴
Totals					

F3 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 ⁵

⁵ 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.

³ Total number of issued shares in this class

² 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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F4 Statement of capital (Voting rights)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share	£0 001 non-cumulative redeemable preference shares (C Shares)
----------------	---

Voting rights	See attached schedule
---------------	-----------------------

Class of share	£0 20 Ordinary
----------------	----------------

Voting rights	See attached schedule
---------------	-----------------------

Class of share	£1 00 SPECIAL RIGHTS NON-VOTING
----------------	---------------------------------

Voting rights	See attached schedule
---------------	-----------------------

Class of share	
----------------	--

Voting rights	
---------------	--

F4 Statement of capital (Voting rights)	
Class of share	£0 001 non-cumulative redeemable preference shares (C Shares)
Voting rights	<p>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.</p> <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 provisions of the Articles of Association</p>

F4 Statement of capital (Voting rights)

Class of share	£0 20 Ordinary
Voting rights	<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 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</p>

F4 Statement of capital (Voting rights)

Class of share	£1 00 SPECIAL RIGHTS NON-VOTING
Voting rights	<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 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>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>

Part 4 Shareholders

Does your company have share capital?
→ Yes Complete the sections below
→ No Go to Part 5 (Signature)

① This should reflect the shareholder details at the made up date of this annual return

G1 Traded public companies ②



Please tick the box if your company was a traded public company at any time during the period of this return

② Traded company definition
A traded company means a company any of whose shares are admitted to trading on a regulated market.

G2 List of past and present shareholders

Private and non-traded public companies are required to provide a 'full list' if one was not included with either of the last two returns

Traded public companies are required to provide a list of shareholders who held at least 5% of the issued shares of any share class if a list was not provided with either of the last two returns

Please tick the appropriate box below

- A full list of shareholders for a private or non-traded public company is enclosed Please complete Section G3, or
- A list of shareholders holding at least 5% of the issued shares of any share class for a traded public company is enclosed Please complete Section G4
- A list of shareholder changes is enclosed
 - For private or non-traded public companies, please complete Section G3
 - For traded public companies, please complete Section G4
- There were no shareholder changes in this period
 - Go to Part 5 (Signature)

Please tick the appropriate box below to indicate the format of your shareholder details

- The list of shareholders is enclosed on paper
- The list of shareholders is enclosed in another format



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G3

Private or non-traded public companies – list of past and present shareholders

This section should only be completed by companies that have not traded on a regulated market at any time during the period of this return

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year

- You must provide a 'full list' of all company shareholders on
- The company's first annual return following incorporation,
 - Every third annual return after a full list has been provided

Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

Further shareholders

Please use a 'Private or non-traded public companies – list of past and present shareholders' continuation page if necessary

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

G4

Traded public companies – list of past and present shareholders

This section should show the shareholders that hold at least 5% of any class of share(s) of the company at the date of this return. It should only be completed by public companies that have traded on a regulated market at any time during the period of this return.

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year.

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided.

Please list the company shareholders in alphabetical order.

Joint shareholders should be listed consecutively.

Further shareholders
Please use a 'Traded public companies – list of past and present shareholders' continuation page if necessary.

Shareholder's details	Class of share	Shares or stock currently held		Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock		Number of shares or amount of stock	Date of registration of transfer
Name THE SOLICITOR FOR THE AFFAIRS OF HER MAJESTY'S TREASURY	SPECIAL RIGHTS NON-VOTING	1			/ /
Address QUEEN ANNES CHAMBERS 28 BROADWAY LONDON SW1H 9JS					/ /
					/ /
Name					/ /
Address					/ /
					/ /
Name					/ /
Address					/ /
					/ /
Name					/ /
Address					/ /
					/ /

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Part 5 Signature

This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
~~Director~~ ❶, Secretary, ~~Person authorised~~ ❷, ~~Charity commission receiver and~~
~~manager, CIC manager, Judicial factor~~

❶ 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

❷ Person authorised

Under either section 270 or 274 of the Companies Act 2006

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Annual Return

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 Paul Davies

Address Rolls-Royce Group plc -
ML10

Moor Lane

Post town Derby

County/Region

Postcode D E 2 4 8 B J

Country

DX

Telephone

Checklist

We may return 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 completed your principal business activity
- You have not used this form to make changes to the registered office address
- You have not used this form to make changes to secretary and director details.
- You have fully completed the Statement of capital (if applicable)
- You have signed the form
- You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record

How to pay

A fee of £30 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House'

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

**FORM ML8 (03/07)
CDROM**

A

**BULK LIST OF SHAREHOLDERS OR MEMBERS FOR
COMPANY NUMBER – 4706930**

**A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS
COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON
THIS ANNUAL RETURN. THE LIST WILL BE AVAILABLE TO
REQUEST ON CDROM APPROXIMATELY 10 DAYS FROM
11/05/10. TO ORDER A COPY OF THE BULK LIST ON CDROM
CALL THE NUMBERS BELOW:**

**COMPANIES HOUSE DIRECT CUSTOMERS PLEASE PHONE
08457 573991**

WEB CUSTOMERS PLEASE PHONE 0303 1234 500