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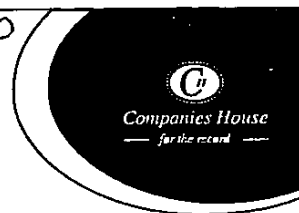
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Vouchers.

In accordance with  
Section 644 & 649 of the  
Companies Act 2006

# SH19

## Statement of capital

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

**What this form is for**  
You may use this form as a statement of capital for a private limited company reducing its capital supported by a solvency statement; or for a private or public limited company reducing its capital supported by a court order

**What this form is NOT for**  
You cannot use this form to complete a statement of capital for a company re-registering from unlimited to limited

MONDAY



\*AIRZPUDE\*  
AIQ 23/05/2011 17  
COMPANIES HOUSE

### 1 Company details

Company number 0 4 7 0 6 9 3 0

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 \*

### Statement of capital

Section 2 (also Section 3 and Section 4 if appropriate) should reflect the company's share capital as reduced by the resolution.

### 2 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show any class of shares held in pound sterling  
If all your issued capital is in sterling, only complete Section 2 and then go to Section 5

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
A ORDINARY	0 20	NIL	1	£ 0 20
SPECIAL RIGHTS NON VOTING	1.00	NIL	1	£ 1 00
				£
				£
<b>Totals</b>			2	£ 1.20

### 3 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 ②	Number of shares ③	Aggregate nominal value ④
<b>Totals</b>				

① Including both the nominal value and any share premium  
② Total number of issued shares in this class.

③ 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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## Statement of capital

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
<b>Totals</b>				

❶ Including both the nominal value and any share premium  
❷ Total number of issued shares in this class.

❸ Number of shares issued multiplied by nominal value of each share.

**Continuation pages**  
Please use a Statement of Capital continuation page if necessary

### 4 Statement of capital (Totals)

	Please give the total number of shares and total aggregate nominal value of issued share capital.	
Total number of shares		<b>❹ Total aggregate nominal value</b> Please list total aggregate values in different currencies separately For example £100 + 100 + \$10 etc.
Total aggregate ❹ nominal value		

### 5 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 2 and Section 3	
Class of share	A ORDINARY	<b>❺ Prescribed particulars of rights attached to shares</b> The particulars are 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.  A separate table must be used for each class of share.  Please use a Statement of capital continuation page if necessary
Prescribed particulars ❻	See continuation sheet	
Class of share	SPECIAL RIGHTS NON VOTING	
Prescribed particulars ❻	See continuation sheet	

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Statement of capital

Class of share		<p><b>1 Prescribed particulars of rights attached to shares</b> The particulars are.</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <p>A separate table must be used for each class of share.</p> <p>Please use a Statement of capital continuation page if necessary</p>
Prescribed particulars <b>1</b>		
Class of share		
Prescribed particulars <b>1</b>		

**6**

**Signature**

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

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## Statement of capital

### **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**

County/Region

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

Country  
**UK**

DX

Telephone  
**+44 20 7936 4000**

### **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 the relevant sections of the statement of capital
- 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 £10 is payable to Companies House to reduce the share capital by Court Order or by Solvency Statement.**

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,  
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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**

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Statement of capital

<b>5</b> Statement of capital (Prescribed particulars of rights attached to shares)	
<b>Class of share</b>	<b>A ORDINARY</b>
<b>Prescribed particulars</b> ①	<p><b>(a) Voting rights</b> 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>(b) Dividends</b> 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><b>(c) Capital rights</b> 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><b>(d) Redemption rights</b> The A Ordinary Share is not redeemable</p>
	<p>① <b>Prescribed particulars of rights attached to shares</b> The particulars are</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances,</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution,</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</li> <li>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</li> </ul> <p>A separate table must be used for each class of share</p>

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Statement of capital

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

Class of share	SPECIAL RIGHTS NON VOTING	
Prescribed particulars ①	<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 (the Special Shareholder)</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 on 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>	<p>① Prescribed particulars of rights attached to shares The particulars are</p> <p>a particulars of any voting rights, including rights that arise only in certain circumstances,</p> <p>b particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and</p> <p>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> <p>A separate table must be used for each class of share.</p>