In accordance with Section 555 of the Companies Act 2006

SH01

Return of allotment of shares

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

SATURDAY

A4PGALKY
A29 10/07/2010 20
COMPANIES HOUSE

1 Company details

Company number	4 7 0 6 9 3 0
Company name in full	ROLLS-ROYCE GROUP plc

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

2 Allotment dates ❶

From Date	d 2 d 2	m 0 m 6	y 2 y 0 y 1 y 0
To Date	d d	m m	y y y y

❶ **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

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling

Class of shares (E g Ordinary/Preference etc)	Currency ❷	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
ORDINARY	£ STERLING	1,413	0 20 PENCE	£4 161 each	NIL
ORDINARY	£ STERLING	2,042	0 20 PENCE	£2 976 each	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

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

NOT APPLICABLE

SH01
Return of allotment of shares

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	1,854,155,294	£ 370,831,058 80
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	14,431,592,479	£ 383,408,496 98

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	14,431,592,479
Total aggregate nominal value ❹	383,408,496 98

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 Total number of issued shares in this class.

❸ 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

SH01
Return of allotment of shares

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**

Class of share	ORDINARY
Prescribed particulars ❶	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 see continuation sheet
Class of share	C SHARES - non-cumulative redeemable preference shares
Prescribed particulars ❶	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 see continuation sheet
Class of share	SPECIAL RIGHTS NON-VOTING
Prescribed particulars ❶	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 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 see continuation sheet

❶ Prescribed particulars of rights attached to shares

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

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

8 Signature

I am signing this form on behalf of the company

Signature

Signature
X X

This form may be signed by
Director ❷, Secretary, ~~Person authorised ❸, Administrator, Administrative~~ receiver, ~~Receiver, Receiver manager, CIC manager~~

❷ 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

❸ Person authorised
Under either section 270 or 274 of the Companies Act 2006

SH01
Return of allotment of shares

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