



Companies House
— for the record —

SH01 (ef)

Return of Allotment of Shares



X109YMW9

Company Name: **ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED**

Company Number: **02658963**

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Shares Allotted (including bonus shares)

<i>Date or period during which shares are allotted</i>		<i>From</i> 21/12/2011	<i>To</i> 21/12/2011
Class of shares	ORDINARY	<i>Number allotted</i>	15634211
		<i>Nominal value of each share</i>	1
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	314502341
		<i>Aggregate nominal value</i>	314502341
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1.41733
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING RIGHTS. SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER 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 SHARE OF WHICH HE IS THE HOLDER. DIVIDENDS. SUBJECT TO THE PROVISIONS OF THE ACT, THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS, BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS.

Class of shares	'A'	<i>Number allotted</i>	120755983
		<i>Aggregate nominal value</i>	120755983
<i>Currency</i>	USD	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

THE 'A' SHARES DO NOT CARRY THE RIGHT TO A DIVIDEND (FIXED OR OTHERWISE), OTHER THAN AS A CLASS DIVIDEND AT THE DISCRETION OF THE DIRECTORS. THE 'A' SHARES CARRY THE SAME RIGHT TO ASSETS ON THE WINDING UP OR OTHER REPAYMENT OF CAPITAL AS THE ORDINARY SHARES. THE 'A' SHARES SHALL NOT CONFER THE RIGHT TO ANY FURTHER OR OTHER PARTICIPATION IN THE PROFITS OF THE ASSETS OF THE COMPANY. THE 'A' SHARES SHALL NOT ENTITLE THE HOLDERS TO RECEIVE NOTICE OF OR ATTEND OR VOTE AT ANY GENERAL MEETING UNLESS THE BUSINESS OF THE MEETING INCLUDES THE CONSIDERATION OF A RESOLUTION FOR: A) WINDING UP OF THE COMPANY OR REDUCING ITS AUTHORISED SHARE CAPITAL; OR B) SALE OF THE UNDERTAKING OF THE COMPANY; OR C) VARYING OR ABROGATING ANY OF THE RIGHTS ATTACHED TO THE 'A' SHARES.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	314502341
		<i>Total aggregate nominal value</i>	314502341
<i>Currency</i>	USD	<i>Total number of shares</i>	120755983
		<i>Total aggregate nominal value</i>	120755983

Authorisation

Authenticated

This form was authorised by one of the following:

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