

CHEP010

Please do not write in this margin

Please complete

block lettering

legibly, preferably in

black type, or bold

* Insert full name of company

COMPANIES FORM No. 122

Notice of consolidation, division, subdivision, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

Pursuant to section 122 of the Companies Act 1985

To the Registrar of Companies (address overleaf)
Name of company

For official use

Company Number

4706930

'Rolls-Royce Group plc

Gives notice that:

100,402,163,356 non-cumulative redeemable preference shares of 0.1p (C Shares)each were redeemed on 5 January 2009 and were cancelled.

‡ Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed



Designation ‡ Deputy Secretar

Date 22/01/2009

Presenter's name, address and reference (if any):

Andrew Harvey-Wrate Rolls-Royce plc Moor Lane Derby DE24 8BJ For official use (02/06)

General Section

Post room

SATURDAY



RM :

24/01/2009 COMPANIES HOUSE

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