

SH01

Return of allotment of shares

BLUEPRINT

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☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation

☐ **What this form is NO**
You cannot use this for
notice of shares taken
on formation of the co
for an allotment of a n
shares by an unlimited

FRIDAY



A28 *APLATOGR* 22/10/2010 409
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 ¹

From Date ^d2 ^d1 ^m1 ^m0 ^y2 ^y0 ^y1 ^y0
To Date ^d ^d ^m ^m ^y ^y ^y ^y

1 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

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

Class of shares (E.g. Ordinary/Preference etc.)	Currency ²	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
ORDINARY	£ STERLING	315	0 20 PENCE	£3 87	NIL
ORDINARY	£ STERLING	676	0 20 PENCE	£4 161	NIL
ORDINARY	£ STERLING	1,051	0 20 PENCE	£2 976	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

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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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY	24 Pence	NIL	1,854,204,733	£ £370,840,946 60
C SHARES	0 1 Pence	NIL	23,379,971,475	£ 23,379,971 48
SPECIAL RIGHTS NON-VOTING	£1 00	NIL	1	£ 1 00
				£
Totals			25,234,176,209	£ 394,220,919 08

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 ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
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

Total aggregate
nominal value ④

④ 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

② 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

③ Total number of issued shares in this class.

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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 ①	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 ①	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 ①	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	

① Prescribed particulars of rights attached to shares

The particulars are

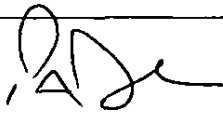
- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- 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 ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager	

② 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


③ Person authorised



Under either section 270 or 274 of the Companies Act 2006


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	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	
<input type="checkbox"/> The company name and number match the information held on the public Register	
<input type="checkbox"/> You have shown the date(s) of allotment in section 2	
<input type="checkbox"/> You have completed all appropriate share details in section 3	
<input type="checkbox"/> You have completed the appropriate sections of the Statement of Capital	
<input type="checkbox"/> 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	