

# SH02

## Notice of consolidation, sub-division, redemption of shares or re-conversion of stock into shares

BLUEPRINT

OneWorld

☒ **What this form is for**  
You may use this form to give notice  
of consolidation, sub-division,  
redemption of shares or  
re-conversion of stock into shares

☐ **What this form is NOT**  
You cannot use this form  
notice of a conversion o  
stock

FRIDAY



A33 08/04/2011 188  
COMPANIES HOUSE

### 1 Company details

Company number 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 \*

### 2 Date of resolution

Date of resolution 0 6 0 4 2 0 1 1

### 3 Consolidation

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc )	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

### 4 Sub-division

Please show the amendments to each class of share

Class of shares (E g Ordinary/Preference etc )	Previous share structure		New share structure	
	Number of issued shares	Nominal value of each share	Number of issued shares	Nominal value of each share

### 5 Redemption

Please show the class number and nominal value of shares that have been redeemed  
Only redeemable shares can be redeemed

Class of shares (E g Ordinary/Preference etc )	Number of issued shares	Nominal value of each share
non-cumulative redeemable preference shares (C Shares)	26,244,702,035	£0 001

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<b>6</b>	<b>Re-conversion</b>		
Please show the class number and nominal value of shares following re-conversion from stock			
	New share structure		
Value of stock	Class of shares (E g Ordinary/Preference etc )	Number of issued shares	Nominal value of each share

**Statement of capital**

Section 7 (also Section 8 and Section 9 if appropriate) should reflect the company's issued capital following the changes made in this form

<b>7</b>	<b>Statement of capital (Share capital in pound sterling (£))</b>			
Please complete the table below to show each share classes held in pound sterling If all your issued capital is in sterling, only complete Section 7 and then go to Section 10				
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	0 25235	0 00	1,872,179,795	£ 374,435,959 00
SPECIAL RIGHTS NON-VOTING	1 00	0 00	1	£ 1 00
				£
				£
<b>Totals</b>			1,872,179,796	£ 374,435,960 00

<b>8</b>	<b>Statement of capital (Share capital in other currencies)</b>			
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 ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value
<b>Totals</b>				

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
<b>Totals</b>				

❶ Including both the nominal value and any share premium

❷ Number of shares issued multiplied by nominal value of each share

❸ Total number of issued shares in this class

**Continuation pages**

Please use a Statement of Capital continuation page if necessary

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**9****Statement of capital (Totals)**

Please give the total number of shares and total aggregate nominal value of  
issued share capital

**① Total aggregate nominal value**  
Please list total aggregate values in  
different currencies separately For  
example £100 + €100 + \$10 etc

Total number of shares

Total aggregate  
nominal value **①****10****Statement of capital (Prescribed particulars of rights attached to shares) <sup>②</sup>**

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 7** and  
**Section 8**

**② 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

Please use a Statement of capital  
continuation page if necessary

Class of share

£0 20 Ordinary

Prescribed particulars

See attached schedule

Class of share

£1 00 SPECIAL RIGHTS NON-VOTING

Prescribed particulars

See attached schedule


Class of share

Prescribed particulars

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Class of share		<b>① 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		
Class of share		
Prescribed particulars		

<b>11</b>	<b>Signature</b>	
	I am signing this form on behalf of the company	
Signature	Signature 	<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  <b>③ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006
	This form may be signed by <del>Director ②, Secretary, Person authorised ③, Administrator, Administrative Receiver, Receiver, Receiver manager, CIC manager</del>	

## SH02 - continuation page

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### Statement of capital (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	£0 20 Ordinary	
Prescribed particulars	<p>A) Voting rightsSubject 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 b) DividendsThe ordinary shares carry the right to receive all dividends and other distributions declared, made or paid on the ordinary share capital of the Company and rank pari passu in all respects with the other ordinary shares in issue and fully paid c) Capital RightsAfter paying such sums as may be due to holders of any other class of shares in the capital of the Company, any remaining surplus shall be distributed pro-rata amongst the holders of the ordinary shares (according to the amounts paid up on their respective holdings of such shares) d) Redemption rightsOrdinary shares are not redeemable However, the Company is generally and unconditionally authorised to make market purchases of its ordinary shares of 20 pence each in the capital of the Company, subject to the conditions and within the limits established from time to time by resolution of the shareholders at the annual general meeting</p>	<p><b>① 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 (Prescribed particulars of rights attached to shares)<sup>①</sup>

Class of share	£1 00 SPECIAL RIGHTS NON-VOTING	
Prescribed particulars	<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</p> <p>a) Voting rightsThe 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) DividendsThe Special Share confers no rights to receive dividends</p> <p>c) Capital RightsIn a distribution of capital in 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 rightsThe 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 rightsCertain 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><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>

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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

Company name Paul Davies

Address Rolls-Royce Group plc -  
ML10

Moor Lane

Post town Derby

County/Region

Postcode

D E 2 4 8 B J

Country

DX

Telephone



## 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 entered the date of resolution in Section 2
- ☐ Where applicable, you have completed Section 3, 4, 5 or 6
- ☐ You have completed 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,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 NR 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)