



FILE COPY

**CERTIFICATE OF REGISTRATION
OF ORDER OF COURT AND STATEMENT OF CAPITAL
ON
REDUCTION OF CAPITAL**

Company No. 4706930

Whereas ROLLS-ROYCE GROUP PLC

having by Special Resolution reduced its capital as confirmed by an
Order of the High Court of Justice, Chancery Division

dated the 20th May 2011

Now therefore The Registrar of Companies for England and Wales hereby
certifies that the said Order and a Statement Of Capital approved by the
Court were registered pursuant to section 649 of the Companies Act,
2006, on the **23rd May 2011**

Given at Companies House the 23rd May 2011



MONDAY



AIRZMUDB
AIQ 23/05/2011 20
COMPANIES HOUSE

