

SH07

Notice of cancellation of shares held by or for a public company

Statement of capital

Section 4 (also **Section 5** and **Section 6** if appropriate) should reflect the company's share capital immediately following the cancellation

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 ❶ | Amount (if any) unpaid on each share ❶ | Number of shares ❷ | Aggregate nominal value ❸ |
|---|-----------------------------------|---|--------------------|------------------------------|
| Ordinary | 20 pence | NIL | 1,839,192,890 | £ 367,838,578 00 |
| SPECIAL RIGHTS NON-VOTING | £1 | NIL | 1 | £ 1 00 |
| non-cumulative redeemable prefs | 0 1 pence | NIL | 26,169,818,937 | £ 26,169,818 93 |
| (C Shares) | | | | £ |
| Totals | | | 28,009,011,828 | £ 394,008,397 93 |

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 | | | | |
|---|-----------------------------------|---|--------------------|------------------------------|
| 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 |
| | | | | |
| | | | | |
| Totals | | | | |

| 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 ❸ |
| | | | | |
| | | | | |
| Totals | | | | |

6 Statement of capital (Totals)

| | | |
|---------------------------------|--|--|
| | Please give the total number of shares and total aggregate nominal value of issued share capital | ④ 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 ④ | | |

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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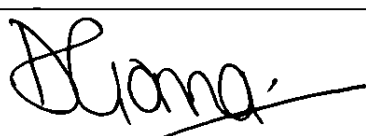
7

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 SHARES OF 20 PENCE EACH | |
| Prescribed particulars ① | <p>a) Voting rights</p> <p>Holders of ordinary shares of the Company are entitled to attend, speak and vote at general meetings of the Company. Every shareholder who is present in person or by proxy has one vote on a show of hands and one vote for every ordinary share held on a poll. Electronic and paper proxy appointments and voting instructions must be received 48 hours before a general meeting.</p> <p>(see continuation sheet)</p> | <p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a Statement of Capital continuation page if necessary</p> |
| Class of share | SPECIAL RIGHTS NON-VOTING | |
| Prescribed particulars ① | <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 rights</p> <p>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</p> <p>(see continuation sheet)</p> | |
| Class of share | NON-CUMULATIVE REDEEMABLE PREFS 0 1 PENCE | |
| Prescribed particulars ① | (see continuation sheet) | |

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Signature

| | | |
|-----------|---|---|
| | I am signing this form on behalf of the company | |
| Signature | <p>Signature</p> <p>X  X</p> <p>This form may be signed by Director^②, Secretary, Person authorised^③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager</p> | <p>② Societas Europaea</p> <p>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</p> <p>③ Person authorised</p> <p>Under either section 270 or 274 of the Companies Act 2006</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 **Carolyn Sharpe**

Company name **Rolls-Royce Holdings plc**

Address **PO Box 31 (ML-10)**

Moor Lane

Post town **Derby**

County/Region **Derbyshire**

Postcode

| | | | | | | | |
|---|---|---|---|--|---|---|---|
| D | E | 2 | 4 | | 8 | B | J |
|---|---|---|---|--|---|---|---|

Country **ENGLAND**

DX

Telephone **01332 245096**

**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 in section 2
- ☐ You have completed section 3
- ☐ You have completed the relevant sections of 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 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

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| 7 | Statement of capital (Prescribed particulars of rights attached to shares) | |
|------------------------|---|--|
| Class of share | ORDINARY SHARES OF 20 PENCE EACH | |
| Prescribed particulars | <p>b) Dividends Subject to the applicable statutes, the Company may by ordinary resolution declare dividends, but no dividend shall exceed the amount recommended by the Board. Each ordinary share ranks equally for any dividend declared by the Company.</p> <p>c) Capital Rights If the Company is wound up, each ordinary share held ranks equally for any distribution made on winding up.</p> <p>d) Redemption rights No ordinary shares are to be redeemed or are liable to be redeemed at the option of the Company or any shareholder but subject to applicable statute shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or any shareholder.</p> | |

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.

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Statement of capital (Prescribed particulars of rights attached to shares)

| Class of share | SPECIAL RIGHTS NON-VOTING | |
|------------------------|--|---|
| Prescribed particulars | <p>b) Dividends The Special Share confers no rights to receive dividends</p> <p>c) Capital Rights In 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 rights The 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 rights Certain 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>Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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. <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)

| Class of share | NON-CUMULATIVE REDEEMABLE PREFS - (C SHARES) | |
|------------------------|--|---|
| Prescribed particulars | <p>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.</p> <p>b) Dividends Out of the profits available for distribution, the holders of the C Shares shall be entitled, in priority to any payment of a dividend to the holders of ordinary shares, to be paid a non-cumulative preferential dividend on the nominal value thereof at 75 per cent of the London inter bank offered rate for six month deposits in pounds sterling (LIBOR) which appears on the display designated as page 3750 on the Telerate Monitor (exclusive of any associated tax credit relating thereto or withholding tax deductible therefrom) calculated in accordance with the Articles of Association, such dividend to be paid half-yearly in arrears on January 2 and July 1 in each year or, if any such date is not a business day, on the next day which is a business day.</p> <p>c) Capital Rights - On a return of capital on a winding-up, the holders of C Shares shall be entitled, in priority to any payment to the holders of ordinary shares, to the repayment of the nominal capital paid-up or credited as paid-up on the C Shares held by them, together with a sum equal to the outstanding preferential dividend which will have been accrued but not been paid until the date of return of capital.</p> <p>See further continuation sheet</p> | <p>① Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> |

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| Class of share | NON-CUMULATIVE REDEEMABLE PREFS - (C SHARES) | |
|------------------------|--|--|
| Prescribed particulars | <p>d) Redemption rights - The Company has the right as often as the directors believe appropriate and subject to the following provisions of the Articles of Association, to offer to redeem (at their nominal value of 0 1 pence and together with any accrued and unpaid C preferential dividends thereon) any or all of the C Shares allotted or in issue, subject to the terms and conditions as they may specify, by delivering an announcement to the Regulatory News Service of the London Stock Exchange and/or, if the directors so determine in respect of the occasion concerned, by notice to the holders of C Shares. The Company may also elect, at its own discretion (and whether or not with the consent of the holders of C Shares), to redeem all of the C Shares then in issue at their nominal value of 0 1 if at any time the aggregate number of C Shares in issue is less than 10 per cent of the aggregate number of C Shares issued on and prior to that time or the directors determine that it would be in the Company's interests to do so in the following circumstances (I) a proposed capital restructuring of the Company by way of a creation and/or issue of new or existing securities in the Company (other than C Shares), or (II) a new holding company being inserted above the Company, or (III) the acquisition of the Company by another company, or (IV) a Demerger from the Group</p> | <p>Prescribed particulars of rights attached to shares The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> |