RP04

Second filing of a document previously delivered

Companies House

What this form is for
You can only use this form to file a second filing of a document delivered under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.

A second filing of a document must only be filed where it is providing corrected information that has been properly delivered but inaccuracies still appear on the register.

What this form is NOT for
You cannot use this form to file a second filing of a document delivered under the Companies Act 1985 or the Companies (Northern I Order 1986 regardless of w delivered.

A second filing of a docum cannot be filed where it is information that was origi properly delivered. Form R used in these circumstances.

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For further information, please refer to our guidance at www.gov.uk/companieshouse

A73CARRS
A12 07/04/2018 #156
COMPANIES HOUSE

1 Company details

Company number	0 7 5 2 4 8 1 3
Company name in full	Rolls-Royce Holdings plc

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Applicable documents

This form **only** applies to the following forms:

AP01	Appointment of director
AP02	Appointment of corporate director
AP03	Appointment of secretary
AP04	Appointment of corporate secretary
CH01	Change of director's details
CH02	Change of corporate director's details
CH03	Change of secretary's details
CH04	Change of corporate secretary's details
TM01	Termination of appointment of director
TM02	Termination of appointment of secretary
SH01	Return of allotment of shares
AR01	Annual Return
CS01	Confirmation statement (Parts 1-4 only)
PSC01	Notice of individual person with significant control (PSC)
PSC02	Notice of relevant legal entity (RLE) with significant control
PSC03	Notice of other registrable person (ORP) with significant control
PSC04	Change of details of individual person with significant control (PSC)
PSC05	Change of details of relevant legal entity (RLE) with significant control
PSC06	Change of details of other registrable person (ORP) with significant control
PSC07	Notice of ceasing to be a person with significant control (PSC), relevant legal entity (RLE), or other registrable person (ORP)
PSC08	Notification of PSC statements
PSC09	Update to PSC statements

RP04

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3 Description of the original document

Document type ❶	SH01	❶ **Description of the original document** Please enter the document type (e.g. a Return of allotment of shares—SH01) and any distinguishing information if more than one document of that type was filed on the same day.
Date of registration of *the original document*	d 1 d 9 m 0 m 3 y 2 y 0 y 1 y 8	

4 Section 243 or 790ZF Exemption ❷

If you are applying for, or have been granted, exemption under section 243 or 790ZF of the Companies Act 2006 and the document(s) you are updating contain(s) your usual residential address, please post this form along with the updated document(s) to the address below: The Registrar of Companies, PO BOX 4082, Cardiff, CF14 3WE.	❷ *If you are currently in the process of* applying for or have been granted a Section 243 or 790ZF exemption, you may wish to check that you have not entered your usual residential address as the service address in the accompanying form (e.g. *AP01 or CH01*).

PR03

PROOF: Consent form for paper filing

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have included the company name and company number.
- ☐ You have included the company authentication code.
- ☐ You have included the company's registered office.
- ☐ You have indicated which form(s) you consent may be submitted to the Registrar to be placed on the public record.

Important information

Please note that all information on this form will **not** appear on the public record. In the event of a query, Companies House will send this form to the registered office address.

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

In accordance with Section 1070 of the Companies Act 2006.

PR03

PROOF: Consent form for paper filing

BLUEPRINT OneWorld

The Registrar's PROtected Online Filing (PROOF) scheme

✓ **What this form is for**
You may only use this form *if you are a company that has* joined the Registrar's PROOF scheme and you are giving consent to file certain paper forms.

✗ **What this form is N**
You cannot use this f *of this scheme. To do* submit an Opt-Out ap the Registrar.

SATURDAY

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A12 07/04/2018 #158
COMPANIES HOUSE

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1 Company authentication code

Company number	0 7 5 2 4 8 1 3
Company name in full	Rolls-Royce Holdings plc
Company authentication code	C S 9 8 5 4

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Registered office address

Building name/number	*62*
Street	BUCKINGHAM GATE
Post town	London
County/Region	UK
Postcode	S W 1 E 6 A T

3 Forms attached to which consent applies ❶

The above company is an Opted-In Company (as defined in the Terms relating to the Registrar's PROOF scheme). The company hereby consents to the paper form(s) referred to below being submitted to the Registrar for placing on the public record.

❶ **Forms**
Only the following forms can be filed with this form by companies signed up to PROOF:
- Annual Return;
- Change of registered office;
- *Appointments;*
- Termination of appointments; or
- Change of details forms.

Title of form	Number of forms enclosed
SH01 Return of allotment of shares (along with an RP04 form as this is the 2nd filling)	1 (+1)

RP04
Second filing of a document previously delivered

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	Georgios Chatzopoulos
Company name	Rolls-Royce plc
Address	Moor Lane
Post town	Derby
County/Region	England
Postcode	D E 2 4 8 B J
Country	England
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 can only use this form to file a second filing of a document delivered to the Registrar of Companies under the Companies Act 2006 on or after 1 October 2009 that held inaccuracies.
- ☐ If you are updating a document where you have previously paid a fee, do not send a fee along with this form.
- ☐ You have enclosed the second filed document(s).
- ☐ If the company to which this document relates has signed up to the PROOF (PROtected Online Filing) scheme, you must also deliver with this form, and the second filed document(s), a PR03 form 'Consent for paper filing.'

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.

Section 243 or 790ZF exemption
If you are applying for or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

This form has been provided free of charge by Companies House

In accordance with Section 555 of the Companies Act 2006.

SH01
Return of allotment of shares

Companies House

Go online to file this information
www.gov.uk/companieshouse

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

✗ **What this form is NOT**
You cannot use this form notice of shares taken b on formation of the com for an allotment of a ne shares by an unlimited c

SA

A12 *A73CARS0* 07/04/2018 #157 COMPANIES HOUSE

1 Company details

Company number	0 7 5 2 4 8 1 3
Company name in full	Rolls-Royce Holdings 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 ❶

From Date	d 1 d 9	m 0 m 3	y 2 y 0 y 1 y 8
To Date	d d	m m	y y y y

❶ **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.
(Please use a continuation page if necessary.)

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling.

Currency ❷	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Ordinary	9,624,396	0.20	8.543	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

Second instalment in settlement of ITP acquisition

4 Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, $, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, $, etc) Including both the nominal value and any share premium
Currency table A				
GB-GBP	non-cumulative redeemable preference shares - C Shares	28,157,206,898	£28,157,206.898	
GB-GBP	Ordinary	1,859,842,724	£371,968,544.80	
GB-GBP	Special Rights Non Voting Share	1	£1.00	
	Totals	30,017,049,623	£400,125,752.698	£0.00
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	30,017,049,623	£400,125,752.698	£0.00

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

SH01
Return of allotment of shares

5 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 share capital tables in **Section 4**.

Class of share	non-cumulative redeemable preference shares - C Shares
Prescribed particulars ❶	See attached schedule
Class of share	Ordinary
Prescribed particulars ❶	See attached schedule
Class of share	Special Rights Non Voting Share
Prescribed particulars ❶	See attached schedule

❶ 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.

A separate table must be used for each class of share.

Continuation page
Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

❸ Person authorised
Under either section 270 or 274 of the Companies Act 2006.

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	non-cumulative redeemable preference shares - C Shares
Prescribed particulars	a) Voting rightsThe 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.b) DividendsOut 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.c) Capital RightsOn 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.d) Redemption rightsThe Company has the right as often as the directors believe appropriate and subject to the 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

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary
Prescribed particulars	a) Voting rightsHolders 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.b) DividendsSubject 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.c) Capital RightsIf the Company is wound up, each ordinary share held ranks equally for any distribution made on winding up.d) Redemption rightsNo 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 in accordance with the Company's articles of association.

In accordance with Section 555 of the Companies Act 2006

SH01 - continuation page

Return of allotment of shares

5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Special Rights Non Voting Share
Prescribed particulars	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 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.b) DividendsThe Special Share confers no rights to receive dividends.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.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.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.

SH01
Return of allotment of shares

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	Rolls-Royce plc
Address	Moor Lane
Post town	Derby
County/Region	England
Postcode	D E 2 4 8 B J
Country	England
DX	
Telephone	

Checklist

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in 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:
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Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

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Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Further information

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