

**Return of Allotment of Shares**Company Name: **Rolls-Royce Holdings plc**Company Number: **07524813**Received for filing in Electronic Format on the: **08/01/2019**

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Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	03/01/2019	03/01/2019

Class of Shares:	NON-	Number allotted	86732276466
	CUMULATIVE	Nominal value of each share	0.001
	REDEEMABLE	Amount paid:	0.001
	PREFERENCE	Amount unpaid:	0
	SHARES - C		
	SH		

Currency: **GBP**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	NON-	Number allotted	115803407250
	CUMULATIVE	Aggregate nominal value:	115803407.25
	REDEEMABLE		
	PREFERENCE		
	SHARES		
	- C SH		

Currency: GBP

Prescribed particulars

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. 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. 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. D) REDEMPTION RIGHTS THE 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

Class of Shares:	ORDINARY	Number allotted	1895714194
Currency:	GBP	Aggregate nominal value:	379142838.8

Prescribed particulars

A) VOTING RIGHTS 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. 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. C) CAPITAL RIGHTS IF THE COMPANY IS WOUND UP, EACH ORDINARY SHARE HELD RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON WINDING UP. 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 IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION.

Class of Shares:	SPECIAL	Number allotted	1
	RIGHTS	Aggregate nominal value:	1
	NON		
	VOTING		
	SHARE		
Currency:	GBP		

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 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. B) DIVIDENDS THE SPECIAL SHARE CONFERS NO RIGHTS TO RECEIVE DIVIDENDS. 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. 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. 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.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	117699121445
		Total aggregate nominal value:	494946247.05
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.