



Companies House

AR01 (ef)

Annual Return



X52S80J7

Received for filing in Electronic Format on the: **15/03/2016**

Company Name: **ROLLS-ROYCE GROUP plc**

Company Number: **04706930**

Date of this return: **15/03/2016**

SIC codes: **70100**

Company Type: **Public limited company**

Situation of Registered Office: **62 BUCKINGHAM GATE
LONDON
UNITED KINGDOM
SW1E 6AT**

Single Alternative Inspection Location (SAIL)

The address for an alternative location to the company's registered office for the inspection of registers is:

COMPUTERSHARE INVESTOR SERVICES PLC THE PAVILLIONS
BRIDGEWATER ROAD
BRISTOL
ENGLAND
ENGLAND
BS13 8AE

The following records have moved to the single alternative inspection location:

Register of members (section 114)

Register of interests in shares disclosed to public company (section 809)

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MS PAMELA MARY**

Surname: **COLES**

Former names:

Service Address: **62 BUCKINGHAM GATE
LONDON
UNITED KINGDOM
SW1E 6AT**

Company Director **1**

Type: **Person**

Full forename(s): **MR DAVID WARREN ARTHUR**

Surname: **EAST**

Former names:

Service Address: **62 BUCKINGHAM GATE
LONDON
UNITED KINGDOM
SW1E 6AT**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/10/1961** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director 2

Type: **Person**

Full forename(s): **COLIN PETER**

Surname: **SMITH**

Former names:

Service Address: **62 BUCKINGHAM GATE
LONDON
UNITED KINGDOM
SW1E 6AT**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/11/1955** *Nationality:* **BRITISH**

Occupation: **DIRECTOR OF ENGINEERING &
TECHNOLOGY**

Company Director **3**

Type: **Person**

Full forename(s): **MR DAVID MILES**

Surname: **SMITH**

Former names:

Service Address: **62 BUCKINGHAM GATE
LONDON
UNITED KINGDOM
SW1E 6AT**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/03/1961** *Nationality:* **BRITISH**

Occupation: **CHIEF FINANCIAL OFFICER**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1872669328
		<i>Aggregate nominal value</i>	374533865.6
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.208559
		<i>Amount unpaid per share</i>	0

Prescribed particulars

A) VOTING RIGHTS SUBJECT 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) DIVIDENDS THE 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 RIGHTS AFTER 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 RIGHTS ORDINARY 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.

Class of shares	ORDINARY-A	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	0.2
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.2
		<i>Amount unpaid per share</i>	0

Prescribed particulars

(A) VOTING RIGHTS THE HOLDER OF THE A ORDINARY SHARE SHALL HAVE NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. (B) DIVIDENDS THE HOLDER OF THE A ORDINARY SHARE SHALL NOT BE ENTITLED TO RECEIVE A DIVIDEND OR OTHER DISTRIBUTION OR TO HAVE ANY OTHER RIGHT TO PARTICIPATE IN THE PROFITS OF THE COMPANY. (C) CAPITAL RIGHTS ON A RETURN OF CAPITAL OR WINDING-UP OF THE COMPANY, THE HOLDER OF THE A ORDINARY SHARE SHALL BE ENTITLED, SUBJECT TO PAYMENT TO THE HOLDERS OF ALL OTHER CLASSES OF SHARES OF THE AMOUNT PAID UP OR CREDITED AS PAID UP ON SUCH SHARES, TO REPAYMENT OF THE AMOUNT PAID UP OR CREDITED AS PAID UP ON THE A ORDINARY SHARE, BUT SHALL HAVE NO FURTHER OR OTHER RIGHT TO PARTICIPATE IN THE ASSETS OF THE COMPANY. (D) REDEMPTION RIGHTS THE A ORDINARY SHARE IS NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1872669329
		<i>Total aggregate nominal value</i>	374533865.8

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 15/03/2016 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : **1872669328 ORDINARY shares held as at the date of this return**
Name: **ROLLS-ROYCE HOLDINGS PLC**

Shareholding 2 : **1 ORDINARY-A shares held as at the date of this return**
Name: **ROLLS-ROYCE HOLDINGS PLC**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.