

SH01

Return of allotment of shares

BLUEPRINT

OneWorld



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

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by a company
on formation of the company
for an allotment of a new
share by an unlimited company.



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21/12/2018

#214

COMPANIES HOUSE

1 Company details

Company number 1 0 0 3 1 4 2

Company name in full Rolls-Royce 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

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

To Date d d m m y y y y

① 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.)

② Currency

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

Currency ②	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	7,973,297	0.20	10.455	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)

Non-cash consideration in settlement of fifth instalment for ITP as per
attached valuation report

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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				
GBP	ORDINARY	1,668,224,306	£333,644,861.20	
Totals		1,668,224,306	£333,644,861.20	£0.00

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		1,668,224,306	£333,644,861.20	£0.00

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

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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

ORDINARY

Prescribed particulars
①

See attached schedule

Class of share

Prescribed particulars
①

Class of share

Prescribed particulars
①**① 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 ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

② 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.


③ Person authorised

Under either section 270 or 274 of the Companies Act 2006

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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	
Company name	Rolls-Royce plc
Address	ML-10, P.O. BOX 31
	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.
<p>Please make sure you have remembered the following:</p> <ul style="list-style-type: none"> <input type="checkbox"/> The company name and number match the information held on the public Register. <input type="checkbox"/> You have shown the date(s) of allotment in section 2. <input type="checkbox"/> You have completed all appropriate share details in section 3. <input type="checkbox"/> You have completed the relevant sections of the statement of capital. <input type="checkbox"/> You have signed the form.

 Important information
Please note that all information on this form will appear on the public record.
 Where to send
<p>You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:</p> <p>For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ. DX 33050 Cardiff.</p> <p>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).</p> <p>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.</p>

 Further information
<p>For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk</p> <p>This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse</p>

SH01 - continuation page

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

Class of share	ORDINARY	
Prescribed particulars	<p>Voting RightsSubject to any rights or restrictions attached to any shares and to theprovisions of the Articles, on a show of hands every member 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 share of which he is the holder.DividendsSubject to the provisions of the Companies Acts, the Company may byordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.</p>	



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18 December 2018

REPORT OF THE INDEPENDENT VALUER TO ROLLS-ROYCE PLC FOR THE PURPOSE OF SECTION 593 (1) OF THE COMPANIES ACT 2006

In accordance with Section 593 (1) of the Companies Act 2006, we report on the value of the consideration (the "Consideration") to be received by Rolls-Royce plc ("RR" or "the Company") in connection with the proposed allotment of new ordinary shares in the Company (the "RR Shares"). The RR Shares are to be issued to Rolls-Royce Holdings plc ("RRH") at the nominal value of GB Pounds £0.20 (20 pence) per share and a share premium, and treated as fully paid up by the Consideration.

RR is party to a share purchase agreement dated 24 November 2016 (subsequently amended and restated on 14 July 2017 and further amended on 31 October 2017) (the "SPA") with Sener Grupo de Ingeniería, S.A. ("Sener") and Sener Aeronáutica, S.A.U. ("the Seller"), relating to the acquisition by the Company of 53.125% of the issued share capital of Industria de Turbo Propulsores, S.A. ("ITP Shares") (the "Transaction"). The consideration payable by RR under the SPA for the 53.125% shareholding is €717.8 million (the "Purchase Price" or the "Consideration Payable").

RR will settle the Consideration Payable over a two-year period in eight equal and evenly spaced instalments ("Purchase Price Instalments"). The SPA allows RR flexibility to settle up to 100% of the Purchase Price (and any Purchase Price Instalment, wholly or partly) in the form of ordinary shares of £0.20 (20 pence) per share in the capital of Rolls Royce Holdings plc ("RRH") shares (the "Shares Consideration"). The first instalment was settled on 15 January 2018, the second instalment was settled on 19 March 2018, the third instalment was settled on 19 June 2018, the fourth instalment was settled on 19 September 2018 and RR has elected to pay the fifth instalment (the "Fifth Instalment") wholly in Shares Consideration ("Fifth Instalment Shares Consideration"). RR will issue shares to RRH ("RR Fifth Instalment Issue") in consideration of RRH issuing the Fifth Instalment Shares Consideration, thereby satisfying a portion of RR's deferred consideration liability to the Seller under the SPA (the "Satisfied Portion of RR's Deferred Consideration Liability"). The Consideration received by RR is therefore the ITP shares.

This letter relates to the RR Fifth Instalment Issue to be issued on 19 December 2018.

We considered the value of the Consideration by reference to the economic value of the Satisfied Portion of RR's Deferred Consideration Liability as at 13 December 2018 (the "Valuation Date").

We report on the value of the Consideration for the allotment of 7,973,297 new ordinary shares by RR having a nominal value of GB Pounds £0.20 (20 pence) per share, to be allotted and issued at a premium of GB Pounds 10.255 (1,025.50 pence) per share, representing the RR Fifth Instalment Issue. The nominal value of these shares and the share premium are to be treated as fully paid up by the Consideration for the allotment (as described in the following paragraph). The shares are to be allotted and issued to RRH.



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This report is made solely to RR in accordance with Section 593 (1) of the Companies Act 2006. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than RR for this report or for the opinions we have formed.

Opinion

In our opinion:

- i. the method of valuation applied to value the Consideration is reasonable in all circumstances; and
- ii. there appears to have been no material change in the value of the Consideration since the Valuation Date and the date of this letter.

On the basis of the valuation, in our opinion, the value of the Consideration is not less than the aggregate of the nominal value and share premium of the RR shares allotted and issued as the RR Fifth Instalment Issue, which are to be treated as paid up by the Consideration.

Yours faithfully

Ernst & Young LLP

For and on behalf of
Ernst & Young LLP
United Kingdom