

**88(2)****Return of Allotment of Shares**

*Please complete in typescript,
or in bold black capitals*

CHFP010

Company Number

4706930

Company Name in full

Rolls-Royce Group plc

Shares allotted (including bonus shares):

Date or period during which shares
were allotted

(if shares were allotted on one date enter that
date in the "from" box)

From

Day Month Year

0	4	0	4	2	0	0	7
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To

Day Month Year

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Class of shares

(ordinary or preference etc)

Ordinary

Ordinary

Number allotted

10,909

1,330

Nominal value of each share

£0.20

£0.20

Amount (if any) paid or due on each
share (including any share premium)

1.08

1.415

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as
paid up

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Consideration for which the shares
were allotted

(This information must be supported by the duly
stamped contract or by the duly stamped particulars
on Form 88(3) if the contract is not in writing)

**When you have completed and signed the form send it to
the Registrar of Companies at:**

Companies House, Crown Way, Cardiff, CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland

DX 235 Edinburgh

TUESDAY



A32 *AAEGSOLF* 70
10/04/2007
COMPANIES HOUSE

Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name PLEASE SEE ATTACHED	Class of shares allotted ORDINARY 20p	Number allotted 12,239
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		

Please enter the number of continuation sheets (if any) attached to this form

1

Signed

[Signature]
 Director / secretary / administrator / administrative receiver / receiver-manager / receiver

Date

04-Apr-2007

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

John Warren, Deputy Company Secretary

Rolls-Royce plc, PO BOX 31, Moor Lane, Derby

DE24 8BJ

Tel 01332 245878

DX number

DX exchange

RR Maturity
1 dec 06 and 1 feb 07
Allotment Date 4 April 07
Batch no 15 - 1 415
Batch No 10 - 1 08

Full name (including title)	Forename	Surname	Add 1	Add 2	Add 3	Add 4	Add 5	Number of Options Exercised
Georg Mathiak	Georg	Mathiak	Lichtenrader Damm 246	Berlin	12305	Germany		1,330
Markus Lemmer	Markus	Lemmer	Stefan-Zweig-Str 158	Mahlow	15831	Germany		1,961
TOTAL CERTIFICATED								3,291
T D Waterhouse Nominees (Europe) Limited								8,948
Account No 0427059			Exchange Court	Duncombe Street	Leeds	West Yorkshire	LS1 4AX	
Crest ID 277								
Part Code CESREG								
Total Certificated/T D Waterhouse Nominees (Europe) Limited								12,239