

88(2)

	Return of Allot	intent of Shares	•
Please complete in typescript, or in bold black capitals			
Company Number	4706930		
Company Name in full	Rolls-Royce Group	plc	
Shares allotted (including bonus s	shares):		-
	From		То
Date or period during which shares	Day Month Ye	ar Day	Month Year
were allotted (If shares were allotted on one date enter that date in the "from" box)	0 4 0 4 2 0	0 7	
Class of shares (ordinary or preference etc)	Ordinary	Ordinary	Ordinary
Number allotted	7,926	37,876	11,478
Nominal value of each share	£0 20	£0 20	£0 20
Amount (if any) paid or due on each share (including any share premium)	1 415	1 08	1 94
List the names and addresses of the allot If the allotted shares are fully or pa % that each share is to be treated as paid up 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

DX 33050 Cardiff

For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB For companies registered in Scotland DX 235 Edinburgh

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 Number allotted ORDINARY 20p 57,280
Address	
UK postcode	L
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	
\wedge	ntinuation sheets (if any) attached to this form Date 04-Apr-2007
	trative receiver / receiver manager / receiver
Please give the name, address, telephone number and, if available, a DX number and	John Warren, Deputy Company Secretary
Exchange of the pelson Companies House	Rolls-Royce plc, PO BOX 31, Moor Lane, Derby
should contact if there is any query	DE24 8BJ Tel 01332 245878
	DX number DX exchange
co form	

RR Maturity
1 Dec 06 and 1st Feb 07
Allotment Date 4 April 2007
Process A and B
Batch 17 - 1 415
Batch 10 1 08-1 94

title) Title	Surname	Forenames	ADD1	ADD2	ADD3	ADD4	ADD 5	No of shares exercised
Mr Francis George Breen Mr	Breen	Francis George	43 Main Street	Peckleton	LEICESTER	LE9 7RE		3064
Mr Robert John Elsey Mr	Elsey	Robert John	10 Berwick Drive	Stenson Fields	DERBY	DE24 3HU		1477
Mr John Henry Ungs Mr	Uings	John Henry	490 Westhill	Beaconsfield	Quebec	Canada H9W 2G3		, 3864
Total Certificated								8,405
HSDL Nominees Limited			Trinity Road	Halıfax	HX1 2RG			42,494
Part Code 33x24								
T D Waterhouse Nominees (Europe) Limited	pe) Limited		Exchange Court	Duncombe Street	reeds	West Yorkshire	LS1 4AX	6,381
Account No 0427059								
Crest ID 277								
Part Coder CESREG								
TOTAL CERTIFICATED/HSDL/								57,280
T D WATERHOUSE NOMINEES (EUROPE) LIMITED	EUROPE) LIM	ITED						