

uk.



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			To							
	Day	Month	Year	Day	Month	Year					
	1	2	0	4	2	0	0	7			
Class of shares (ordinary or preference etc)	Ordinary										
Number allotted	5,059										
Nominal value of each share	£0 20										
Amount (if any) paid or due on each share (including any share premium)	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



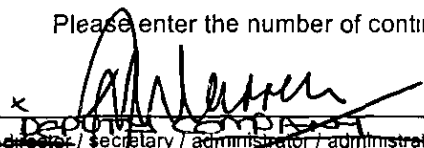
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name PLEASE SEE ATTACHED	Class of shares allotted ORDINARY 20p	Number allotted 5,059
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



Date

12-Apr-2007

Director / secretary / administrator / administrative receiver / receiver manager / receiver

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
1st Dec 06
Allotment Date
12 April 07
Process C E
Batch No 16

Add 1	Add 2	Add 3	Add 4	Add 5	Add 6	Number of Options Exercised
T D Waterhouse Nominees (Europe) Limited	Exchange Court	Duncombe Street	Leeds	West Yorkshire	LS1 4AX	5,059
Account No 0427059						
Crest ID 277						
Part Code CESREG						