



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			Ordinary										
Number allotted	19,244			833										
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 94										

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 20,077
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]

Date

12-Apr-2007

A 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 Feb 07
Allotment Date 12 April 2007
Process A and B
Batch No 11
£1 08 - £1 94

Full name (including title)	Title	Surname	Forenames	ADD1	ADD2	ADD3	ADD4	shares
Mr Michael Donald Bingham	Mr	Bingham	Michael Donald	21 William Bristow Road	Cheylesmore	COVENTRY	CV3 5LN	3677
Mrs Elizabeth Law Kelly	Mrs	Kelly	Elizabeth Law	5 Potter Street	Melbourne	DERBY	DE73 1DW	4965
Mr Mark Kevin Meadows	Mr	Meadows	Mark Kevin	565 Burton Road	DERBY	DE23 6FW		3555
Mr Michael Tarn Metcalfe	Mr	Metcalfe	Michael Tarn	16 Teesdale Ave	DARLINGTON	Co Durham	DL3 8AP	4597
Total Certificated								16,794
HSDL Nominees Limited								
Part Code 33x24				Trinity Road	Halifax	HX1 2RG		3,283
Total HSDL Nominees Limited and Certificated								20,077