



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):

	From			To										
Date or period during which shares were allotted (if shares were allotted on one date enter that date in the "from" box)	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	1,059			470										
Nominal value of each share	£0 20			£0 20										
Amount (if any) paid or due on each share (including any share premium)	1 415			2 976										

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)

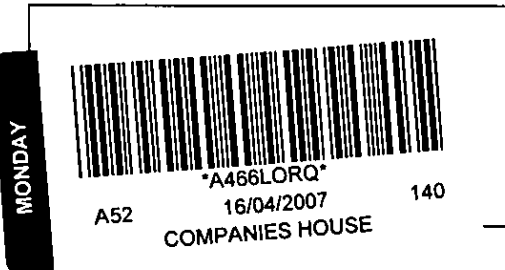
When you have completed and signed the form send it to the Registrar of Companies at:

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 1,529
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]
A director / secretary / administrator / administrative receiver / receiver manager / receiver

Date

12-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

EARLY EXERCISERS

Title	Forenames	Surname	Address 1	Address 2	Address 3	Exercised
Mrs	Jacqueline	Bayley	80 Cedar Close Patchway	BRISTOL	BS34 5HA	70
Mr	George	McKeown	6 Tanar Avenue	RENFREW	PA4 0XL	1459
TOTAL						<u>1529</u>