



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

2	4	0	5	2	0	0	7
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To

Day Month Year

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Class of shares

(ordinary or preference etc)

Ordinary

Number allotted

374

Nominal value of each share

£0.20

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

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)

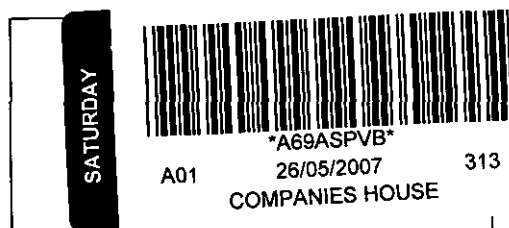
When you have completed and signed the form send it to
the Registrar of Companies at:

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 374
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

24/5/07

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	Virginia	Bradbury	6 Kentmere Close	BURNLEY	Lancs BB12 8UG	374
Total						374