

Please complete in typescript, or in bold black capitals CHWP000

Return of Allotment of Shares

DX 235 Edinburgh or LP - 4 Edinburgh 2

Company Number	4706930	
Company name in full	ROLLS-ROYCE GROUP plc	
Shares allotted (including bot	nus shares):	
	From	То
Date or period during which	Day Month Year	Day Month Year
shares were allotted (If shares were allotted on one date enter that date in the "from" box)	1 2 0 2 2 0 0 8	
Class of shares (ordinary or preference etc)	Ordinary	
Number allotted	1288	
Nominal value of each share	£0 20	
Amount (if any) paid or due on each share (including any share premium)	£1 94	
List the names and addresses of th	ne allottees and the number of shares allot	ted 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		
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		
AZW5XEG	When you have completed and the Registrar of Companies at: Companies House, Crown Way, Cardiff	CF14 3UZ DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB

For companies registered in England and Wales

For companies registered in Scotland

Form revised 10/03

A32

21/02/2008

COMPANIES HOUSE

297

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

Shareholder deta	ils	Shares and share	class allotted
Name PLEASE SEE ATTACHED		Class of shares allotted	Number allotted
Address		ORDINARY 20p	1288
L		_	L
UK Postco	de <u> </u>		
Name		Class of shares allotted	Number allotted
Address			L
LIK Postoo	4.		
UK POSICO	de <u> </u>		
Name		Class of shares allotted	Number allotted
Address			
UK Postco	de		L
Name		Class of shares allotted	Number allotted
Address			
		_	
UK Postco	de		
Name .		Class of shares allotted	Number allotted
Address			
		_	<u> </u>
UK Postco	de <u> </u>		
Please enter the number of continuation	sheets (if any) attached to thi		
Signed Si	ative receiver / receiver manager / re	Date 12-2-08	delete as appropriate
You do not have to give any contact information in the box opposite but	OHN WARREN, DEPUTY CO	MPANY SECRETARY	
if you do it will help Companies	ROLLS-ROYCE plc, P O BOX	31, MOOR LANE, DERBY	

You do not have to give any contact information in the box opposite but if you do, it will help Companies. House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

JOHN WARREN, DEPU	TY COMPANY SECRETARY	
ROLLS-ROYCE plc, P O	BOX 31, MOOR LANE, DERBY	_
DE24 9BJ	Tel 01332 245878	
DX number	DX exchange	

RR MATURITY PROCESS A AND B BATCH 32 £1 94

Full name (including							No of shares
title)	Title	Surname	tle Surname Forenames	ADD1	ADD2	ADD3	exercised
Mr John Garlick	Μr	Garlick	uqof	73 Regent Park Grove MORECAMBE Lancs LA4 4LD	MORECAMBE	Lancs LA4 4LD	1288
						TOTAL	1288