

Please complete in typescript, or in bold black capitals CHWP000

Company Number

Company name in full

88((2)
Return of Allotment	of Shares

To

4706930	
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)

					•	~
Day	Month	Year		Day	Month	Year
2 2	0 5	2 0 0	8		i	

From

Class of shares (ordinary or preference etc)

Number allotted

Nominal value of each share

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

ORDINARY	ORDINARY	ORDINARY
816	5474	4098
£0 20	£0 20	£0 20
£1 08	£2 976	£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

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)

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A06 24/05/2008
COMPANIES HOUSE

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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 or LP - 4 Edinburgh 2

28/5/08 -101

544

10/6/08



Please complete in typescript, or in bold black capitals CHWP000

Form revised 10/03

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Return of Allotment of Shares

DX 33050 Cardiff

DX 235 Edinburgh or LP - 4 Edinburgh 2

Company Number	4706930			
Company name in full	ROLLS-ROYCE GROUP plc			
Shares allotted (including bo	nus shares):			
	From	То		
Date or period during which shares were allotted	Day Month Year	Day Month Year		
(If shares were allotted on one date enter that date in the "from" box)	2 2 0 5 2 0 0 8			
Class of shares	ORDINARY			
(ordinary or preference etc)				
Number allotted	170			
Nominal value of each share	£0 20			
Amount (if any) paid or due on each share (including any share premium)	£4 161			
List the names and addresses of the	ne allottees and the number of shares allo	otted to each overleaf		
If the allotted shares are fully	or partly paid up otherwise than in	n cash please state:		
% that each share is to be treated as paid up				
• •	<u> </u>			
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				
,				
	¬ When you have completed and	d signed the form send it to		

the Registrar of Companies at:

For companies registered in Scotland

Companies House, Crown Way, Cardiff CF14 3UZ

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB

For companies registered in England and Wales

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

Shareholder details	Shares and share class allotte		
Name PLEASE SEE ATTACHED	Class of shares allotted	Number allotted	
Address	ORDINARY 20p	10558	
UK Postcode LLLLL		<u> </u>	
Name	Class of shares allotted	Number allotted	
Address	L		
UK Postcode L L L L		L j	
Name	Class of shares allotted	Number allotted	
Address		·	
UK Postcode	L	L	
Name	Class of shares allotted	Number allotted	
Address		L	
UK Postcode	L		
Name	Class of shares allotted	Number allotted	
Address			
UK Postcode			
Please enter the number of continuation sheets (if any) attached to this f	form 1		
Signed Advector/ Secretary / administrative receiver / receiver manager / receiver		delete as appropriate	
Veu de pet have to any one peter			

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.

PAUL A DAV	IES, DEPUTY COMPANY SECRETARY
ROLLS-ROY	CE plc, P O BOX 31, MOOR LANE, DERBY
DE24 8BJ	Tel 01332 245878
DX number	DX exchange

816 816 90 1739 1172 44 729 36 3409 729 184 184 184 184 184 221
Address 5 Exercised 816 816 916 92 94 M21 0XB 729 G75 8XB 3409 729 184 147 147
Address 4 Derbyshire DE56 2DD Warwickshire CV22 6QE DERBY PA4 0XJ PA4 0XJ MANCHESTER GLASGOW DE24 3AE DE24 3AE DE24 3AE BS35 3PD BS35 3PD
Address 3 BELPER RUGBY Quarndon RENFREW Chorlton East Kilbride DERBY DERBY Derbyshire DE7 8PZ DE73 6PU Derbyshire DE6 1HL BRISTOL BRISTOL BRISTOL BRISTOL
Address 2 Blackbrook Dunchurch 80 Burley Lane Deanpark 489 Wilbraham Road Mossneuk Stenson Fields Stenson Fields ILKESTON DERBY ASHBOURNE Alveston Alveston DERBY
Address 1 Kilmorack Plains Lane 52 Cawston Lane Penryl 7 Tanar Way 27 Tealby Court 25 Tay Grove 31 Nevis Close 31 Nevis Close 2 Fisher Court 18 Foxdell Way Chellaston 24 Beech Drive 7 Greenhill Gardens 7 Greenhill Gardens 7 Greenhill Gardens 8 Darwin Road Mickleover
Surname Addres Buckley Kilmora Paul 52 Caw Pendlebury Penryl Rennie 7 Tanat Rennie 7 Tanat Smith 27 Teal Smith 25 Tay Sykes 31 Nevi Sykes 31 Nevi Thomas 2 Fishe Thomas 2 Fishe Thomas 7 Greer Waller 7 Greer
Forenames William Bryan John Thomas Garry Charles Forbes Alan Forbes Alan Paul William Turnbull Pauline Pauline Peuline Peuline Peter John Peter John Robert
Title Mr

10558

TOTAL