



Companies House
for the record

88(2)

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHWP000

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

0 7 0 1 2 0 0 9

To

Day Month Year

Class of shares
(ordinary or preference etc)

ORDINARY

Number allotted

186502

Nominal value of each share

£0.20

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

£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

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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
or LP - 4 Edinburgh 2

FRIDAY



A70

AJGL16DE

09/01/2009

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COMPANIES HOUSE

Form revised 10/03

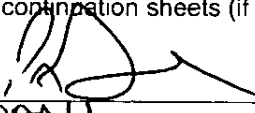
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name PLEASE SEE ATTACHED _____ Address _____ _____ UK Postcode L L L L L L L	Class of shares allotted ORDINARY 20p _____ _____ _____ 	Number allotted 186502 _____ _____ _____
Name _____ Address _____ _____ UK Postcode L L L L L L L	Class of shares allotted _____ _____ _____ 	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode L L L L L L L	Class of shares allotted _____ _____ _____ 	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode L L L L L L L	Class of shares allotted _____ _____ _____ 	Number allotted _____ _____ _____
Name _____ Address _____ _____ UK Postcode L L L L L L L	Class of shares allotted _____ _____ _____ 	Number allotted _____ _____ _____

Please enter the number of continuation sheets (if any) attached to this form

1

Signed


DEPUTY COMPANY SECRETARY
A director / secretary / administrator / administrative receiver / receiver manager / receiver

Date

7 - 1 - 2009

Please delete as appropriate

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 DAVIES, DEPUTY COMPANY SECRETARY

ROLLS-ROYCE plc, P O BOX 31, MOOR LANE, DERBY

DE24 8BJ

Tel 01332 245878

DX number

DX exchange

RR MATURITY
ROLLS-ROYCE PLC
PROCESS A AND B
BATCH NO 5
7TH JANUARY 2009

Title	Surname	Forenames	ADD1	ADD2	ADD3	ADD4	POSTCODE	No of shares exercised
Mr	Baghurst	Kenneth Stuart	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	5869
Mr	Ballantyne	Donald	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1613
Mr	Beattie	David	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2016
Mr	Bedenko	Frederick	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	6362
Mr	Chadwick	Michael Paul Paul	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2195
Mr	Daniel	Micheal	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2016
Dr	Doherty	Gary	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	7930
Mr	Dunn	Jeffrey David	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	3181
Mr	Goodwin	David Paul	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	5959
Mr	Halstead	John M	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	716
Mr	Hartopp	Mark	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	3001
Mr	James	Andrew David	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1299
Mrs	Kinsey	Angela	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	806
Mr	Lehal	Resham Singh	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2733
Mr	McCarthy	Kevin Philip	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	3987
Mr	Moran	Raymond	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	3001
Mr	Newby	Alan Thomas	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	3181
Mr	Sheard	James Edward	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2688
Mrs	Sheard	Sara Anne	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	3450
Mr	Taylor	Simon Nicholas	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	4883
Mr	Tilling	Anthony William	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	4973

TOTAL CERTIFICATED

71,859

HSDL Nominees Limited

Trinity Road

Halifax

HX1 2RG

109,670

T D Waterhouse Nominees (Europe) L Exchange Court

Account No 0427059

Crest ID 277

Part Code CESREG

West Yorkshire

LS1 4AX

4,973

TOTAL CERTIFICATED/HSDL/

T D WATERHOUSE NOMINEES (EUROPE) LIMITED

186,502