



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 4 0 2 2 0 0 9

To
Day Month Year

Class of shares
(ordinary or preference etc)

ORDINARY

Number allotted

2826

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)

SATURDAY



A53 07/02/2009 32
COMPANIES HOUSE

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

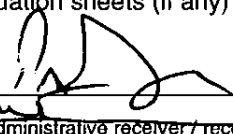
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class allotted	
Name PLEASE SEE ATTACHED		Class of shares allotted	Number allotted
Address		ORDINARY 20p	2826
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	_ _ _ _ _ _ _ _		
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


DEPUTY COMPANY SECRETARY

Date

4 - 2 - 2009

A director / secretary / administrator / administrative receiver / receiver manager / receiver

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
PROCESS C
NO WITHHOLDING
BATCH NO 7
4TH FEBRUARY 2009

NAME	ADD1	Add 2	Add 3	Add 4	Add 5	No of shares exercised
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T D Waterhouse Nominees (Europe) Limited						
Account No 0427059						
Crest ID 277						
Participation Code CESREG						

Exchange Court	Duncombe Street	Leeds	West Yorkshire	LS1 4AX		2,826
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TOTAL FOR T D WATERHOUSE NOMINEES (EUROPE) LIMITED

2,826