



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

To

Day Month Year

Day Month Year

1 1 0 2 2 0 0 9

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
69530	231643	247383
£0.20	£0.20	£0.20
£1.415	£1.08	£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

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



A20 14/02/2009 115
COMPANIES HOUSE

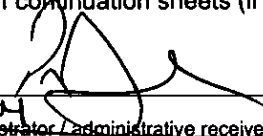
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name PLEASE SEE ATTACHED LISTINGS Address UK Postcode L L L L L L L	Class of shares allotted ORDINARY 20p	Number allotted 548556
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

3

Signed


 Deputy Company Secretary

Date

11th FEBRUARY 09

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
10TH FEBRUARY 2009
PROCESS A AND B
UK AND UK ASSIGNEES
BATCH NO 2
£2.976 - 3 YR SCHEME

Full name (including title)	Title	Surname	Forenames	ADD1	ADD2	ADD3	ADD4	POSTCODE	No of shares exercised
Mrs Nicola Akbar	Mrs	Akbar	Nicola	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	754
Mr Graham John Aucott	Mr	Aucott	Graham John	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1985
Mr Michael Joseph Baugh	Mr	Baugh	Michael Joseph	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	402
Mr Jatinder Bhart	Mr	Bhart	Jatinder	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1168
Mr Christopher John Brain	Mr	Brain	Christopher John	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	628
Mr Peter Winstone Britton	Mr	Britton	Peter Winstone	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	992
Mr Philip Broughton	Mr	Broughton	Philip	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	301
Mr Ian Stuart Brown	Mr	Brown	Ian Stuart	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2488
Mr Lee Joseph Bryan	Mr	Bryan	Lee Joseph	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	992
Mr Anthony George Connell	Mr	Connell	Anthony George	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	804
Mr Stephen Davies	Mr	Davies	Stephen	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2488
Mr John Robert Drury	Mr	Drury	John Robert	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	502
Mr David Gary Evans	Mr	Evans	David Gary	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	703
Mr Gareth Evans	Mr	Evans	Gareth	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	402
Mr Michael John Finney	Mr	Finney	Michael John	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	351
Mr Robert I Fraser	Mr	Fraser	Robert I	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	502
Mr Stephen Mark Glover	Mr	Glover	Stephen Mark	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	201
Mr Nigel Goldsworthy	Mr	Goldsworthy	Nigel	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2488
Mr Brian Arthur Hart	Mr	Hart	Brian Arthur	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1495
Mr Ian Hendry	Mr	Hendry	Ian	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	502
Mr Graham Bernard Hesketh	Mr	Hesketh	Graham Bernard	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1244
Mr Alan Hewitt	Mr	Hewitt	Alan	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	603
Mr Andrew Joseph Kavanagh	Mr	Kavanagh	Andrew Joseph	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	615
Mr Shaun Martin	Mr	Martin	Shaun	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	251
Mr James MC Donagh	Mr	MC Donagh	James	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	603
Mr John McGuinness	Mr	McGuinness	John	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	502
Mr Ben Meyer	Mr	Meyer	Ben	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	502
Mr Stuart Mitchell	Mr	Mitchell	Stuart	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1244
Mr Clifford Charles Noakes	Mr	Noakes	Clifford Charles	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	201

25913

RR MATURITY
10TH FEBRUARY 2009
PROCESS A AND B
UK AND UK ASSIGNEES
BATCH NO 2
£2.976 - 3 YR SCHEME

Mr Nicholas Barrington Orchard	Mr	Orchard	Nicholas Barrington	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	716
Mr Robert Parkman	Mr	Parkman	Robert	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	992
Mr David Charles Peasgood	Mr	Peasgood	David Charles	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	301
Mr Warren Pipe	Mr	Pipe	Warren	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1596
Mr Bernard John Pring	Mr	Pring	Bernard John	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	301
Mr Aurminder Singh Rasauda	Mr	Rasauda	Aurminder Singh	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2488
Mrs Julie Raut	Mrs	Raut	Julie	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1495
Mr Paul Roberts	Mr	Roberts	Paul	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	854
Mr Gavin Malcolm Rowntree	Mr	Rowntree	Gavin Malcolm	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	502
Mr Ronald Charles Scott	Mr	Scott	Ronald Charles	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1382
Mr Baldev Singh	Mr	Singh	Baldev	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1985
Mr Kurt Andrew Sticka	Mr	Sticka	Kurt Andrew	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	301
Mrs Helen Louise Storey	Mrs	Storey	Helen Louise	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2488
Mr Micheal Dennis Walton	Mr	Walton	Micheal Dennis	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	992
Mr Nigel Anthony Weeks	Mr	Weeks	Nigel Anthony	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	301
Mr Robert Michael Williams	Mr	Williams	Robert Michael	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	992
Mrs Sarah Louise Willighan	Mrs	Willighan	Sarah Louise	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	804
Mr Nigel Leonard Wyatt	Mr	Wyatt	Nigel Leonard	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	402
TOTAL CERTIFICATED									44,805

HSDL Nominees Limited
Participation Code 33x24

Trinity Road Halifax HX1 2RG

T D Waterhouse Nominees (Europe) Limited

Account No 0427059
Crest ID 277
Part. Code CESREG

Exchange Court Duncombe Street Leeds West Yorkshi LS1 4AX **5,488**

TOTAL CERTIFICATED/
HSDL NOMINEES LIMITED/
T D WATERHOUSE NOMINEES (EUROPE) LIMITED

247,383

247,383

RR MATURITY
11TH FEBRUARY 2009
PROCESS A AND B
£1.415 - BATCH 10
£1.08 - BATCH 2

Title	Surnames	Forenames	ADD1	ADD2	ADD3	ADD4	POSTCODE	NO OF shares
Mr	Corran	Richard Stanley John	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	9946
Mr	Arnold	Maurice Charles	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	4660
Mr	Baggley	Geoffrey	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1331
Mr	Baird	Gordon	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	865
Mr	Charman	Nigel Robert	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	4993
Mr	Clarke	Ian Andrew	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1331
Mr	Craig	Michael David	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2662
Mr	Davies	Geoffrey	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	4993
Mr	Dewar	William Rothwell	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1664
Mr	Dobson	Christopher	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	3328
Mr	Fleming	Alexander Gray	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1664
Mr	Gallimore	Simon John	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	8321
Mr	Hiscox	Paul Charles	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	865
Mr	Hughes	Roland Geoffrey	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1664
Mr	Lee	Michael Edward	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	6191
Mr	Mann	David	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2729
Mr	Murphy	Brian Andrew	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	3328
Mr	Norris	Ian Galletly	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	665
Mr	Powell	Mark Andrew	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	665
Mr	Reddish	Mark Francis	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	3328
Mr	Robinson	Clive W	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	5459
Mr	Roome	Colin David	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2662
Mr	Scott	John Robson	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	4993
Mr	Stock	Terry D	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	8321
Mrs	Tildsley	Moir Jean	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	3328
TOTAL CERTIFICATED								
HSDL Nominees Limited								
Participation Code 33x24				Trinity Road	Halifax	HX1 2RG		180,762

T D Waterhouse Nominees (Europe) Limited				Duncombe Street	Leeds	West Yorkshire	LS1 4AX	30,455
Account No 0427059								
Crest ID 277								
Part Code CESREG								

TOTAL CERTIFICATED/HSDL/ 301,173

T D WATERHOUSE NOMINEES (EUROPE) LIMITED

= 549 556

300(73)