



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)

ORDINARY

ORDINARY

ORDINARY

Number allotted

9894

15436

15287

Nominal value of each share

£0.20

£0.20

£0.20

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

£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

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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

SATURDAY



A20

AZ7907D9

14/02/2009

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COMPANIES HOUSE

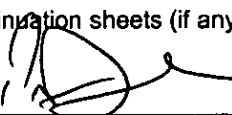
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name PLEASE SEE ATTACHED LISTING Address UK Postcode L L L L L L L	Class of shares allotted ORDINARY	Number allotted 40617
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

11-02-2009

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
PROCESS C NO WITHHOLDING
BATCH 2 AND BATCH 8
£2.976, £1.08 £1.415
11TH FEBRUARY 2009

Title	Forename	Surname	Add 1	Add 2	Add 3	Add 4	Add 5	Number of Options Exercised
Mr	Ralph	Wong Kwok Onn	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	9,894
Mr	Odd Magne	Hartmann	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1,664
Mr	Reidar	Horgen	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	8,521
Ms	Jochen	Berge	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	879
Mr	Einar Printz	Chong Choy Kam	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1,573
Mr	Odd Rune	Doogs	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	686
Mr		Lim Meng Kang	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2,439
Mr		Moe	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2,513
Mr		Simeon Francis De Silva	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2,439
Mr		Stenfeldt	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	439
TOTAL CERTIFICATED								31,047

T D WATERHOUSE NOMINEES (EUROPE) LIMITED West Yorkshire LS1 4AX **9,570**

Account No 0427059

Crest ID 277

Participation Code CESREG

TOTAL CERTIFICATED/ **40,617**

T D WATERHOUSE NOMINEES (EUROPE) LIMITED