



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

0 4 0 3 2 0 0 9

Class of shares
(ordinary or preference etc)

ORDINARY

Number allotted

1596

Nominal value of each share

£0.20

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

£1.08

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)

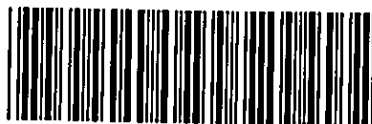
When you have completed and signed the form send it to
the Registrar of Companies at:

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



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AN6287YI

07/03/2009

COMPANIES HOUSE

286

SATURDAY

Form revised 10/03

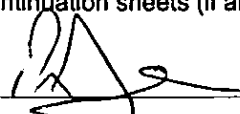
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name PLEASE SEE ATTACHED Address UK Postcode _ _ _ _ _	Class of shares allotted ORDINARY 20p	Number allotted 1596
Name Address UK Postcode _ _ _ _ _	Class of shares allotted 	Number allotted
Name Address UK Postcode _ _ _ _ _	Class of shares allotted 	Number allotted
Name Address UK Postcode _ _ _ _ _	Class of shares allotted 	Number allotted
Name Address UK Postcode _ _ _ _ _	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

4-3-2009

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 NO 5 £1.08
4TH MARCH 09

NAME	Add 1	Add 2	Add 3	Add 4	Add 5	Number of Options Exercised
T D WATERHOUSE NOMINEES (EUROPE) LIMITED Account No 0427059 Crest ID 277 Participation Code CESREG	Exchange Court	Duncombe Street	Leeds	Yorkshire	LS1 4AX	1,596
TOTAL FOR T D WATERHOUSE NOMINEES (EUROPE) LIMITED						1,596