

Please complete in typescript, or

in bold black capitals. CHWP000

Company Number

Company name in full

88	(2)
Return of Allotment	of Shares

4706930		
ROLLS-ROYCE GROUP plc	<u></u>	

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)

	FIG	att		10
Day	Month	Year	Day Mon	th Year
2 5	0 3	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
6280	22938	26160
£0.20	£0.20	£0.20
£2.976	£1.415	£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)



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30/03/2009 COMPANIES HOUSE

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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

Form revised 10/03

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

Name PLEASE SEE ATTACHED Address	Class of shares allotted	Number allotted
Address	İ	anoueu
	ORDINARY 20p	55,378
L		<u> </u>
UK Postcode	<u> </u>	L
Name	Class of shares allotted	Number allotted
Address		
L	L	L
UK Postcode LLLLL		<u> </u>
Name	Class of shares allotted	Number allotted
Address		
	L	
UK Postcode		<u> </u>
Name	Class of shares allotted	Number allotted
Address		
	L	<u> </u>
UK Postcode	L	<u> </u>
Name	Class of shares allotted	Number allotted
Address		
l		L
UK Postcode		·
Please enter the number of confinuation sheets (if any) attached to this for	orm 1	
igned DEPOTE COMPANY A director / secretary / administrator / administrative receiver / receiver manager / receiver	e25-3-	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, DEPI	JTY COMPANY SECRETARY
ROLLS-ROYCE plc, P	O BOX 31, MOOR LANE, DERBY
DE24 8BJ	Tel 01332 245878
DX number	DX exchange

RR MATURITY
PROCESS A AND B
UK AND UK ASSIGNEES
BATCH 16 AND 8
25TH MARCH 09

	S urname Elks	Forenames Michael Kenneth		ADD2 P O Box 31	ADD3 Moor Lane	Add4 Derby	POSTCODE DE24 8BJ	No of shares exercised 992
Mr	Kite Price	Matthew John	c/o Rolls-Royce plc c/o Rolls-Royce plc	P O Box 31 P O Box 31	P O Box 31 Moor Lane P O Box 31 Moor Lane	Derby Derby	DE24 8BJ DE24 8BJ	552 4993
TOTAL CERTIFICATED								6,537
HSDL Nominees Limited Participation Code 33x24			Trinity Road	Halifax			HX1 2RG	38,032
T D Waterhouse Nominees (Europe) Limited Account No 0427059 Crest ID 277 Participation Code CESREG	Limited	Exchange Court	Duncombe Street	Peeds	West Yorkshire		LS1 4AX	10,809

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

55,378