



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
01	04	2009			

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Class of shares
(ordinary or preference etc)

ORDINARY

Number allotted

4256

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)

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



A38 *A7NCL8QZ* 345
04/04/2009
COMPANIES HOUSE

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 <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted ORDINARY 20p _____ _____ _____ _____ 	Number allotted 4,256 _____ _____ _____ _____
Name _____ Address _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted _____ _____ _____ _____ 	Number allotted _____ _____ _____ _____
Name _____ Address _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted _____ _____ _____ _____ 	Number allotted _____ _____ _____ _____
Name _____ Address _____ _____ UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>		Class of shares allotted _____ _____ _____ _____ 	Number allotted _____ _____ _____ _____

Please enter the number of continuation sheets (if any) attached to this form

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Signed

DEPUTY COMPANY

Date 1 April 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 12
2nd APRIL 2009

Title	Forename	Surname	Add 1	Add 2	Add 3	Add 4	Add 5	Number of Options Exercised
Mr	Jin-Wook	Jung	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	4,256
TOTAL								4,256