



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
Day Month Year
2 2 0 4 2 0 0 9

To
Day Month Year

Class of shares
(ordinary or preference etc)

ORDINARY

ORDINARY

Number allotted

2438

14217

Nominal value of each share

£0.20

£0.20

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

£2.976

£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



A15 16/05/2009 302
COMPANIES HOUSE

A10 07/05/2009 238
COMPANIES HOUSE

**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

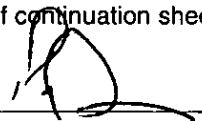
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name PLEASE SEE ATTACHED Address UK Postcode _ _ _ _ _	Class of shares allotted ORDINARY 20p	Number allotted 16,655
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

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Signed



Date

22 09 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

Title	Forename	Surname	Add 1	Add 2	Add 3	Add 4	Add 5	Number of Options Exercised
Mr	Michel	Dubarry	c/o Rollis-Roycce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	9,961
Mr	Jae-Joon	Jang	c/o Rollis-Roycce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	4,256
Mr	Jae-Joon	Jang	c/o Rollis-Roycce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1,055
TOTAL CERTIFICATED								15,272

RR MATURITY
PROCESS D
WITHHOLDING
BATCH NO 7
22ND APRIL 2009

Name	Add 1	Add 2	Add 3	Add 4	Add 5	No of Shares
T D Waterhouse Nominees (Europe) Limited	Exchange Court	Duncombe Street	Leeds	West Yorkshire	LS1 4AX	1,383

Account No 0427059
Crest ID 277
Participation Code CESREG

TOTAL FOR T D WATERHOUSE NOMINEES (EUROPE) LIMITED 1,383