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*
	20	05	2009			

Class of shares *(ordinary or preference etc)*	ORDINARY	ORDINARY	
Number allotted	10440	7951	
Nominal value of each share	£0.20	£0.20	
Amount (if any) paid or due on each share *(including any share premium)*	£1.415	£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			

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)

SATURDAY

PFQMCA35
PC3 23/05/2009 905
COMPANIES HOUSE

Form revised 10/03

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

Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff
For companies registered in England and Wales

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 LISTING Address UK Postcode	Class of shares allotted ORDINARY 20p	Number allotted 18,391
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 **Date** 20 May 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 18 AND 14
20TH MAY 09

Title	Forename	Surname	Add 1	Add 2	Add 3	Add 4	Add 5	Number of Options Exercised
Mr	Nils Peter	Pilskog	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1495
	Michael	Seelmann	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	805
	Antonio	De Echeverria Adell	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	296
Mr	Simon	YORKE	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1,301
Mr	Gye-Bong	Lee	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	4,883
Mrs	So-jung	Byun	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	4,256
Mrs	So-Jung	Byun	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1,508
TOTAL CERTIFICATED								**14,544**
T D Waterhouse Nominees (Europe) Limited Account No 0427059 Crest ID 277 Participation Code CESREG			Exchange Court	Duncombe Street	Leeds	West Yorkshire	LS1 4AX	**3,847**
TOTAL CERTIFICATED/ T D WATERHOUSE NOMINEES (EUROPE) LIMITED								**18,391**