

for the record

Please complete in typescript, or in bold black capitals. CHWP000

Con

Con

88	(2)
<b>Return of Allotment</b>	of Shares

npanv Number	4706930
npany 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)

	Fro	m	То			
Day	Month	Year	Day	Month	Year	
0   2	0 6	2   0   0   9		1	1 1 1	

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
7972	11335	2130
£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	3
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



08/06/2009

COMPANIES HOUSE

10

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

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

Shareholder details	Shares and share class allotted					
Name PLEASE SEE ATTACHED	Class of shares allotted	Number allotted				
Address	ORDINARY 20p	21,437				
UK Postcode						
Name	Class of shares allotted	Number allotted				
Address						
UK Postcode						
Name	Class of shares allotted	Number allotted				
Address						
UK Postcode		L				
Name	Class of shares allotted	Number allotted				
Address		L				
UK Postcode LLLLL	L					
Name	Class of shares allotted	Number allotted				
Address						
UK Postcode						
Please enter the number of continuation sheets (if any) attached to this	form 1					
Signed Date 2-6-09  Adirector / secretary / 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, DEPU	ITY COMPANY SECRETARY
ROLLS-ROYCE plc, P (	D BOX 31, MOOR LANE, DERBY
DE24 8BJ	Tel 01332 245878
DX number	DX exchange

## RR MATURITY PROCESS C NO WITHHOLDING BATCH 15 AND 19 2ND JUNE 09

Number of Options Exercised	1,428	989	5,652	4,255	2,130	989	1,583	16,420	5,017
Add 5	DE24 8BJ	DE24 8BJ		e LS14AX					
Add 4	Derby	Derby	Derby	Derby	Derby	Derby	Derby		West Yorkshire LS1 4AX
Add 3	Moor Lane	Moor Lane		t Leeds					
Add 2	P O Box 31	P O Box 31		Duncombe Street Leeds					
Add 1	c/o Rolls-Royce plc	oyce		Exchange Court					
Surname	Corsini	<u>ت</u>	Perrakoski	Rosengvist	Pianka	Thiefe	Kang		
Forename	Irmeli Eila Päivi	Guang	Kari Erik	Vesa Pekka	Christian	Juliane	Chan-Seok		pe) Limited
Title	Mrs	Mr	Mr	W	Dr.		Mr	TOTAL CERTIFICATED	T D Waterhouse Nominees (Europe) Limited Account No 0427059 Crest ID 277 Participation Code CESREG

TOTAL CERTIFICATED AND T D WATERHOUSE NOMINEES (EUROPE) LTD