



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

1 0 0 6 2 0 0 9

To

Day Month Year

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 |
| 6657 | 5959 | 11192 |
| £0.20 | £0.20 | £0.20 |
| £1.08 | £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)

| |
|--|
| |
| |
| |

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



RXYWQAQ8

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15/06/2009

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COMPANIES HOUSE

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MONDAY

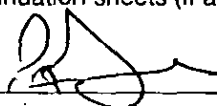
Names and addresses of the allottees (List joint share allotments consecutively)

| Shareholder details | | Shares and share class allotted | |
|---------------------|---------------------|---------------------------------|-----------------|
| Name | PLEASE SEE ATTACHED | Class of shares allotted | Number allotted |
| Address | | ORDINARY 20p | 23,808 |
| UK Postcode | | | |
| Name | | Class of shares allotted | Number allotted |
| Address | | | |
| UK Postcode | | | |
| Name | | Class of shares allotted | Number allotted |
| Address | | | |
| UK Postcode | | | |
| Name | | Class of shares allotted | Number allotted |
| Address | | | |
| UK Postcode | | | |
| 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

10 06 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

| Title | Surname | Forenames | ADD1 | ADD2 | ADD3 | ADD4 | POSTCODE | No of shares exercised |
|--|---------|---------------|---------------------|------------|-----------|-------|----------|------------------------|
| Mr | Cox | Andrew Robert | c/o Rolls-Royce plc | P O Box 31 | Moor Lane | Derby | DE24 8BJ | 502 |
| Mr | Parsons | Steven John | c/o Rolls-Royce plc | P O Box 31 | Moor Lane | Derby | DE24 8BJ | 992 |
| Mr | Reid | Stephen John | c/o Rolls-Royce plc | P O Box 31 | Moor Lane | Derby | DE24 8BJ | 2488 |
| Mr | Morley | Michael John | c/o Rolls-Royce plc | P O Box 31 | Moor Lane | Derby | DE24 8BJ | 1664 |
| TOTAL CERTIFICATED | | | | | | | | 5,646 |
| HSDL Nominees Limited Participation Code 33x24 | | | | | | | HX1 2RG | 18,162 |
| TOTAL CERTIFICATED/ HSDL NOMINEES LIMITED | | | | | | | | 23,808 |