

for the record --- --

4706930

ROLLS-ROYCE GROUP plc

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

Company Number

Company name in full

88((2)
Return of Allotment	of Shares

		<u></u>	-	
Shares allotted (including bone	us shares):			
	From			То
Date or period during which	Day Month	Year	Day Moi	nth Year
shares were allotted (If shares were allotted on one date enter that date in the "from" box)	0 1 0 7 2	2 0 0 9		
Class of shares (ordinary or preference etc)	ORDINARY	ORDINARY		
Number allotted	318	7477		
Nominal value of each share	£0.20	£0.20		
Amount (if any) paid or due on each share (including any share premium)	£1.08	£2.976		
List the names and addresses of the	allottees and the number	r of shares allot	ted to each ov	verleaf
If the allotted shares are fully of	or partly paid up othe	rwise than in	cash pleas	e 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 co	mpleted and	signed the	form send it to



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03/07/2009 **COMPANIES HOUSE**

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	ciass allotted
Name PLEASE SEE ATTACHED	Class of shares allotted	Number allotted
Address	ORDINARY 20p	7795
UK Postcode		
Name	Class of shares	Number allotted
Address	-	
L	_	<u> </u>
UK Postcode	-	
Name	Class of shares allotted	Number allotted
Address		<u></u>
UK Postcode		L
Name	Class of shares allotted	Number allotted
Address	-	
		L
UK Postcode LLLLL	L	<u> </u>
Name	Class of shares allotted	Number allotted
Address		
UK Postcode		
Please enter the number of continuation sheets (if any) attached to this	form 1	
SignedDa	nte 1 8414 200	9
A director / secretary / administrator / administrative receiver / receiver manager / rece	eiver. 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 O BOX 31, MOOR LANE, DERBY		
DE24 8BJ	Tel 01332 245878	
DX number	DX exchange	

TURITY	ESS D	
RR MATU	PROCESS	

WITHHOLDING BATCH NO 16 1ST JULY 2009

Add 3

Add 2

Add 1

NAME

Add 4

West Yorkshire LS1 4AX

Exchange Court Duncombe Street Leeds

Postcode No of Shares

7,795

i,

T D Waterhouse Nominees (Europe) Limited Account No 0427059 Crest ID 277 Part. Code CESREG

TOTAL

7,795