

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

Company I

Company r

88	
Return of Allotment	of Shares

To

Number	4706930	
name in full	ROLLS-ROYCE GROUP plc	

From

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)

Day	Month	Year	Day	Month	Year
1 5	0 7	2 0 0 9			

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	
9719	38722	
£0.20	£0.20	
£1.08	£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	eac	h sha	are	is	to	be
tre	ated	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)

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When you have completed and signed the form send it to





18/07/2009 **COMPANIES HOUSE**

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For companies registered in Scotland

he 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 DX 235 Edinburgh or LP - 4 Edinburgh 2

Form revised 10/03

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	48, 44 1
UK Postcode		<u> </u>
Name	Class of shares allotted	Number allotted
Address		
		L
UK Postcode		<u> </u>
Name	Class of shares allotted	Number allotted
Address		
		L
UK Postcode		
Name	Class of shares allotted	Number allotted
Address		
		L
UK Postcode LLLLL		L
Name	Class of shares allotted	Number allotted
Address	-	
<u> </u>	- -	
UK Postcode L L L L L		1
Please enter the number of continuation sheets (if any) attached to this	form 1	
Signed Da	ate <u>15</u> 07 2	Poo
DEPUTY A director / secretary / administrator / administrative_receiver / receiver manager / receiver	Please d	lelete 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 CO	OMPANY SECRETARY	
ROLLS-ROYCE plc, P O BOX	31, MOOR LANE	
DERBY DE24 8BJ	Tel 01332 245878	
DX number	DX exchange	

RR Maturity Process A UK Batch 22 15th July 2009

Title	Surname	Forenames	ADD1	ADD2	ADD3	ADD4	POSTCODE	No of shares exercised
Mr	Anderson		c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	804
۵	Bennett	_	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1382
Mr	Bentley		c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	854
M	Brass		c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	892
ă	Cooke		c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	201
Wi	Humphries		c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	992
Μţ	Marshall	David	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	502
۵	McPhillips	vid	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	188
Mr	Widdowson	David	c/o Rolls-Royce ptc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1382
M	Nottingham	Dale Richard	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	6657
TOTAL CERTIFICATED	TED							13,854
HSDL Nominees Limited Participation Code 33x24	mited 3x24		Trinity Road	Halifax			HX1 2RG	34,587

48,441

TOTAL CERTIFICATED/ HSDL NOMINEES LIMITED