



Companies House
for the record

88(2)

Please complete in typescript, or
in bold black capitals.

Return of Allotment of Shares

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

2 3 0 7 2 0 0 9

Class of shares
(ordinary or preference etc)

ORDINARY

ORDINARY

Number allotted

14469

7720

Nominal value of each share

£0.20

£0.20

Amount (if any) paid or due on each
share (including any share premium)

2.976

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
treated as paid up

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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

WEDNESDAY



A50

AM6DJB7

29/07/2009

143

COMPANIES HOUSE

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

Shareholder details		Shares and share class allotted	
Name PLEASE SEE ATTACHED Address UK Postcode L L L L L L L		Class of shares allotted ORDINARY 20p 	Number allotted 22,189
Name Address UK Postcode L L L L L L L		Class of shares allotted 	Number allotted
Name Address UK Postcode L L L L L L L		Class of shares allotted 	Number allotted
Name Address UK Postcode L L L L L L L		Class of shares allotted 	Number allotted
Name Address UK Postcode L L L L L L L		Class of shares allotted 	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

1

Signed

ed DEPUTY COMPANY

Date 23 07 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 MATURITIES
PROCESS C
NO WITHHOLDING
Add 1 BATCH 22 Add 2
23RD JULY 2009

Title	Forename	Surname	Add 1	Add 2	Add 3	Add 4	Add 5	Number of Options Exercised
	Andreas	Petznick	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	686
	Martina	Janz	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1,065
	Oliver	Tietgen	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1,065
	Holger	Klinger	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1,347
	Torsten	Pollak	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1,347
	William	Cushion	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	2,483
Dr.								
TOTAL CERTIFICATED								7,993

T D Waterhouse Nominees (Europe) Limited

Account No 0427059

Crest ID 277

Participation Code CESREG

Exchnage Court

West Yorkshire

14,196

**TOTAL CERTIFICATED/
T D WATERHOUSE NOMINEES (EUROPE) LIMITED**

22,189