



Companies House
for the record

88(2)

Please complete in typescript, or
in bold black capitals.

CHWP000

Company Number

4706930

Company name in full

ROLLS-ROYCE GROUP plc

Return of Allotment of Shares

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 3 0 8 2 0 0 9

To
Day Month Year

Class of shares
(ordinary or preference etc)

ORDINARY

ORDINARY

Number allotted

420

1399

Nominal value of each share

£0.20

£0.20

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

£4.161

£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

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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

MONDAY



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17/08/2009

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COMPANIES HOUSE

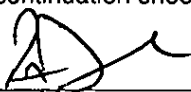
Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name PLEASE SEE ATTACHED _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted ORDINARY	Number allotted 1819
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted 	Number allotted
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted 	Number allotted
Name _____ Address _____ _____ UK Postcode L L L L L L L L	Class of shares allotted 	Number allotted
Name _____ Address _____ _____ UK Postcode L 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


DEPUTY COMPANY SECRETARY

Date

13-8-09

~~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	Forenames	Surname	Address 1	Address 2	Address 3	Address 4	Postcode	Exercised
Mr	Michael Thomas	Corless	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	330
Mr	Robert	Law	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	90
Mr	Donald John	Rapson	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	1117
Mr	Brian Stewart	Johnson	c/o Rolls-Royce plc	P O Box 31	Moor Lane	Derby	DE24 8BJ	282
TOTAL								1819