

Book List

88(2)

Return of Allotment of Shares

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

CHWP000

Company Number

1003142

Company name in full

Rolls-Royce 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

06 01 2003

To

Day Month Year

Class of shares

(ordinary or preference etc)

Ordinary

Number allotted

13983370

Nominal value of each share

20p

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

104.7p

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**

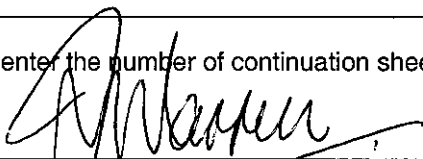


Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name see attached list <hr/> Address <hr/> <hr/> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>	Class of shares allotted <hr/> Ordinary <hr/> <hr/>	Number allotted <hr/> 13983370 <hr/> <hr/>
Name <hr/> Address <hr/> <hr/> UK Postcode <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u> <u> </u>	Class of shares allotted <hr/> <hr/> <hr/>	Number allotted <hr/> <hr/> <hr/>
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Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

27/11/02

~~A director / secretary / administrator / administrative receiver / receiver manager / receiver~~

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

**Mrs P Venn, Computershare Investor
Services Plc, PO Box 82, BRISTOL,
BS99 7NH**

Tel 08707020003 x1825

DX number

DX exchange

LIST OF ADJUSTMENTS TO RETURN OF ALLOTMENT

Rolls-Royce plc
Scrip Dividend paid 6 January 2003

Name	Adjustments
Amount shown on end of Allotment List	13,969,060
Computershare Trustees Limited, C/o ESS Section, PO Box 39, The Pavillions, BRISTOL, BS99 7SF	+14,243
Mr Paul Dean Bettany, 34 Walnut Avenue, Alvaston, Derby, DE24 0PP	+11
Mr David Ronald Evetts, 26 Katherine Drive, Beeston, Nottingham, NG9 6JB	+13
Mr Peter Anthony Flowers, 2 Gazzard Road, Winterbourne, BRISTOL, BS69 1NR	+11
Mr James Alexander Murray, 30 Speirs Rd, Bearsden, G61 2LU	+32
TOTAL SHARES ALLOTTED	13,983,370

FORM ML8/1

CDROM/FICHE

A

BULK LIST OF ALLOTMENT OF SHARES

**A BULK LIST OF ALLOTMENTS FOR THIS COMPANY HAS BEEN
LODGED BUT DOES NOT APPEAR ON THIS MICROFICHE.**

**IF YOU WISH TO SEARCH THE LIST, PLEASE ENQUIRE AT THE
SEARCH CONTROL COUNTER.**

COMPANY NUMBER 1003142