



BLUEPRINT
Company Secretary

Please complete in typescript, or
in bold black capitals.

CHFP055

Company Number

1003142

Company Name in full

ROLLS-ROYCE plc

88(2)

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

15 05 2002

To
Day Month Year

Class of shares

(ordinary or preference etc)

ORDINARY

ORDINARY

ORDINARY

Number allotted

15,280

Nominal value of each share

.20

.20

.20

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

1.50

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:

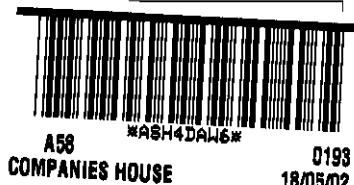
% that each share is to be
treated as paid up

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
Registrar of Companies at:

Compa



panies House, Crown Way, Cardiff CF14 3UZ
ompanies registered in England and Wales

DX 33050 Cardiff

panies 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 PLEASE SEE ATTACHED LIST		Class of shares allotted	Number allotted
Address			15,280
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			
Name		Class of shares allotted	Number allotted
Address			
UK Postcode			

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



Signed

[Handwritten signature]
~~DEPUTY COMPANY SECRETARY~~
 A director / secretary / administrator / administrative receiver / receiver manager / receiver

Date

15/5/02

Please delete as appropriate

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

John Warren, Deputy Secretary, Rolls-Royce plc, Moor Lane,

Derby, DE24 8BJ

Tel 01332 245881

DX number

DX exchange

NAME	NO OF SHARES
MR JOHN BATER 43 HARROW ROAD BRISTOL BS4 3ND	1,910
MR ROGER BURROWS 56 LITTLEOVER LANE DERBY DE23 6JG	4,775
MR PETER JOHN DAVIES OVERDELL LONGRIDGE SHEEPSCOMBE STROUD GLOUCESTERSHIRE GL6 7QU	4,775
MR ANDREW WILLIAM HARDING 20 ORIEL DRIVE SYSTON LEICS LE7 2AR	1,910
MRS JACQUELINE MURDOCH 123 RAVENSCRAIG DRIVE ARBOURGROVE PRIESTHILL GLASGOW G53 6QB	955
MR DAVID JOHN OWEN ROSEGLADE FINDERN LANE BURNASTON ETWALL DERBYSHIRE DE6 6LJ	955
TOTAL	15,280