

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			To		
Day	Month	Year	Day	Month	Year
04	06	2001			

Class of shares
(ordinary or preference etc)

ORDINARY

ORDINARY

Number allotted

88,804

48,750

Nominal value of each share

0.20

0.20

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

1.9425

1.76

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)

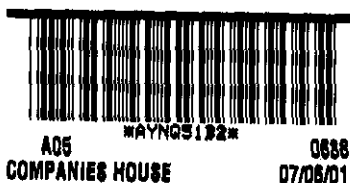
When you have completed and signed the form send it to
the Registrar of Companies at:

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



Shareholder details		Shares and share class allotted	
Name	Class of shares allotted	Number allotted	
MR ANTHONY RICHARD ROULSTONE	ORDINARY	48,263	
Address			
4 SPINNEY LODGE			
REPTON			
DERBYS UK Postcode DE65 6PH			
Name	Class of shares allotted	Number allotted	
MR MICHAEL JOHN ROBERTS	ORDINARY	89,291	
Address			
12 LOWER COURT ROAD			
ALMONDSBURY			
BRISTOL UK Postcode BS32 4DX			
Name	Class of shares allotted	Number allotted	
Address			
UK Postcode L L L L L L L			
Name	Class of shares allotted	Number allotted	
Address			
UK Postcode L L L L L L L			
Name	Class of shares allotted	Number allotted	
Address			
UK Postcode L L L L L L L	ORDINARY	137,554	

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

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Signed

[Signature]
A director / secretary, administrator, administrative receiver / receiver manager / receiver

Date 4 JUNE 2001

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.

Mr J Warren, Deputy Company Secretary, Rolls-Royce plc, PO Box

31, Derby, DE24 8BJ

Tel 01332 245878

DX number

DX exchange