ICSA SOFTWARE

BLUEPRINT
Company Secretary

88(2)

Return of Allotment of shares

Please complete in typescript, or in bold black capitals.

CHFP055

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	From Month	From Year	To Day	To Month	To Year
	10	05	2001			

Class of shares *(ordinary or preference etc)*	ORDINARY	ORDINARY	ORDINARY	ORDINARY	ORDINARY
Number allotted	2290	890	744	2780	4986
Nominal value of each share	0.20	0.20	0.20	0.20	0.20
Amount (if any) paid or due on each share *(including any share premium)*	1.94	1.54992	1.53782	1.50	1.07569

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)

ALN1U0R4
A13 0556
COMPANIES HOUSE 18/05/01

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

Companies House, Crown Way, Cardiff CF14 3UZ **DX 33050 Cardiff**
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB **DX 235 Edinburgh**
For companies registered in Scotland

Complete the details of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name PLEASE REFER TO THE ATTACHED Address LISTING UK Postcode	Class of shares allotted ORDINARY	Number allotted 11,690
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted
Name Address UK Postcode	Class of shares allotted	Number allotted

Please enter the number of continuation sheets (if any) attached to this form **01**

Signed deputy **Date** 10 May 2001

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

Rolls Royce plc
Ordinary Shares of 20p

TITL	FORENAMES	SURNAME	ADD1	ADD2	ADD3	ADD4	OPTION_PRICE	EXERCISED	COST_SHARES
Mr	Steven John	Brough	34 Ravenscliffe Road	Kidsgrove	Stoke on Trent	ST7 4HX	1.53762	744	
Mr	Mark Norman	Cooper	71 Bedford Street	CREWE	CW2 6JB		1.07569	721	
Mr	Robin	Dann	2 Wykeham Close	Binstead	RYDE	Isle of Wight PO33 3ST	1.07569	649	
Mr	Charles John	Fox	26 Ash Grove Stanley	WAKEFIELD	West Yorkshire WF3 4JY		1.07569	2163	
Mr	Donald M	Griffiths	26 Jubilee Avenue	CREWE	CW2 7PR		1.07569	1153	
Mr	Robert	Jolley	20 Darnley Lane	Leeds	LS15 9EX		1.54992	890	
Mrs	Peter J	Longley	12 Green Leas	Aston on Trent	DERBY	DE21 7UQ	1.5	2780	
Mr	Stephen	Palin	56 Vincent Street	CREWE	CW1 4AA		1.07569	300	
Mr	Bhupinder Kaur	Powar	129 Peartree Crescent	DERBY	DE23 8RQ		1.94	436	
Mr	John Frederick	Stone	13 Grass Meers Drive	Whitchurch	BRISTOL	BS14 0LE	1.94	579	
Mr	Ian W	Symmons	9 Devonport	Newbottle Houghton le Spring	HOUGHTON LE SPRING	Tyne and Wear DH4 4UH	1.94	339	
Mr	Michael David	Thomas	8 Tarina Close Chellaston	DERBY	DE73 1TZ		1.94	537	
Mr	Gary Ambrose	Wheeler	16 Ryde Avenue	Weddington	NUNEATON	Warwickshire CV10 0BW	1.94	399	
								11690	