



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 | | | To | | |
|------|-------|------|-----|-------|------|
| Day | Month | Year | Day | Month | Year |
| 20 | 02 | 2001 | | | |

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

7,561

Nominal value of each share

0.20

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

2.05

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)

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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

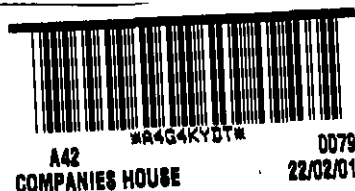
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB

DX 235

For companies registered in Scotland

Edinburgh



| Shareholder details | | Shares and share class allotted | |
|---------------------|--|---------------------------------|-----------------|
| Name | MR RICHARD ACKERMAN BERRY | Class of shares allotted | Number allotted |
| Address | 22 A SCHOOL LANE, CHELLASTON, DERBY | | |
| UK Postcode | DE73 1TF | ORDINARY | 837 |
| Name | MR WILLIAM KEITH BROWN | Class of shares allotted | Number allotted |
| Address | 15 SANDHURST DRIVE CHILWELL, NOTTINGHAM | | |
| UK Postcode | NG9 6NH | ORDINARY | 342 |
| Name | MR PETER CHARLES DOLRY | Class of shares allotted | Number allotted |
| Address | 21 YEW TREE AVENUE, OCKBROOK, DERBY | | |
| UK Postcode | DE72 3TB | ORDINARY | 684 |
| Name | MR SIMON JOHN EVANS | Class of shares allotted | Number allotted |
| Address | 23 GILLINGSTOOL, THORNBURY, BRISTOL | | |
| UK Postcode | BS35 2ELQ | ORDINARY | 513 |
| Name | MR THOMAS FITZPATRICK | Class of shares allotted | Number allotted |
| Address | 1 DAVIDSON QUAD, DUNTOCHER, CLYDEBANK, DUNBARTONSHIRE | | |
| UK Postcode | G81L 6JL | ORDINARY | 1000 |

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

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Signed [Signature] Date 20 FEBRUARY 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, P O Box 31,
DERBY, DE24 8BJ Tel 01332 245878
DX number DX exchange

| Shareholder details | | Shares and share class allotted | |
|---|--|---|--------------------------------|
| Name <u>MR ANDREW JOHN MCGURK</u> Address <u>187 CARLTON ROAD,</u> <u>DERBY</u> UK Postcode <u>DE 23 6HE</u> | | Class of shares allotted <u>ORDINARY</u> | Number allotted <u>513</u> |
| Name <u>MR RICHARD ARTHUR PUTTOCK</u> Address <u>113 RICHMOND CLOSE, PORTISHEAD,</u> <u>BRISTOL</u> UK Postcode <u>BS 20 6SZ</u> | | Class of shares allotted <u>ORDINARY</u> | Number allotted <u>342</u> |
| Name <u>MR ANTHONY BEVIS ROWLEY</u> Address <u>115 ST JOSEPHS CLOSE, LUTON,</u> <u>BEDS</u> UK Postcode <u>LU 3L 1ST</u> | | Class of shares allotted <u>ORDINARY</u> | Number allotted <u>800</u> |
| Name <u>MR ROBERT DAVID STONE</u> Address <u>49 HOMEFIELD ROAD, PUCKLECHURCH</u> <u>BRISTOL</u> UK Postcode <u>BS 16 9BL</u> | | Class of shares allotted <u>ORDINARY</u> | Number allotted <u>1693</u> |
| Name <u>MR COLIN RONALD WELSH</u> Address <u>198 GRANGEWOOD ROAD, WOLLATON,</u> <u>NOTTINGHAM</u> UK Postcode <u>NG 8L 2RZ</u> | | Class of shares allotted <u>ORDINARY</u> | Number allotted <u>837</u> |

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

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Signed

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

Date

20 FEBRUARY 2001

Please delete as appropriate

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MR J WARREN, DEPUTY COMPANY SECRETARY
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DERBY, DE24 8BT Tel 01332-245878
DX number DX exchange