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
	12	02	2001			

Class of shares *(ordinary or preference etc)*	ORDINARY		
Number allotted	28,915		
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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COMPANIES HOUSE 17/02/01

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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 Edinburgh**
For companies registered in Scotland

Shareholder details	Shares and share class allotted	
Name PLEASE REFER TO THE ATTACHED Address LISTING UK Postcode	Class of shares allotted ORDINARY	Number allotted 28 915
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 **0**

Signed Deputy A director / secretary, ~~administrator, administrative receiver, receiver manager / receiver~~ **Date** 12 FEBRUARY 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, P O Box 31, DERBY
DE24 8BJ Tel 01332-245878
DX number DX exchange

ROLLS-ROYCE plc
ORDINARY SHARES OF 20p

Title	Surname	Forenames	Address1	Address2	Address3	Address4	PostCode	SharesPurchased
MR	BLAKEMAN	IAN JOHN	213 TIXALL RD	STAFFORD	ST16 3XS		ST16 3XS	1693
MR	BROWN	ANDREW JAMES	19 HARLECH WAY	STRETTON	BURTON ON TRENT		DE13 0JN	1103
MRS	BURKE	SELVENA	704 OSMASTON ROAD	DERBY			DE24 8GT	684
MR	BURNS	ANTHONY ROBERT	67 FIELD RISE	LITTLEOVER	DERBY		DE23 7DF	418
MR	COLEMAN	DAVID	12, BRAUNTON CLOSE,	HUCKNALL,	NOTTINGHAM		NG15 6NX	850
MR	CORR	VINCENT LESLIE	40 CHARINGWORTH ROAD	OAKWOOD	DERBY		DE21 2QD	342
MR	CROSS	IAN DAVID	6 COPSE GROVE	LITTLEOVER	DERBY	DERBYSHIRE	DE23 7WW	513
MR	DICKS	ROGER FRANK	67 CRATES CLOSE	KINGSWOOD	BRISTOL	AVON	BS15 4BU	342
MR	DOWNING	MARTIN JOHN	15 WOBURN DRIVE	NUNEATON	WARWICKSHIRE		CV10 7HZ	837
MR	FERGUSON	THOMAS MCCALLUM	43 MCCONNELL ROAD	LOCHWINNOCH			PA12 4EB	837
MS	FOLLOWS	LYNN PATRICIA	113 FARMER WAY	TIPTON	DY4 0BL		DY4 0BL	837
MR	HALSEY	ROBIN WILLIAM PETER	96 CRANBROOK ROAD	REDLAND	BRISTOL	AVON	BS6 7DB	837
MS	HARTILL	JACQUELINE	12 JACK HOLDEN AVENUE	COSELEY	WEST MIDLAND		WV14 9S4	342
MR	HUTCHINS	GEOFFREY WILLIAM	10 BRAMBLEWOOD DRIVE	FINCHFIELD	WOLVERHAMPTON		WV3 9DB	837
MR	HUTCHINSON	DAVID WILLIAM	1 GARTH CRESCENT	SOUTH SHIELDS	TYNE WEAR		NE34 6SU	513
MR	JAMES	KEITH	46 LONGWOOD RISE	SHORT HEATH	WILLENHALL			684
MR	LAWSON	DAVID IAN	39 COLLIS STREET	AMBLECOTE	STOURBRIDGE	WEST MIDLANDS	DY8 4EA	342
MR	MACKAY	STEVEN JOHN	MICKLEOVER	DERBY			DE3 5NW	837
MR	MANSON	ROBERT JAMES WILLIAM	82 PENNYLAND DRIVE	THURSO	CAITHNESS		KW14 7PW	4204
MR	MCKENZIE	BRIAN	BARRHEAD	GLASGOW			G78 2RR	837
MR	MCKEOWN	THOMAS GERALD	KILMALCOLM	INVERCLYDE			PA13 4DB	1693
MR	MITCHELL	ROBERT	32THORNWOOD TERRACE				G11 7QZ	837
MR	PAYNE	MARTYN STEPHEN	8 HASELBECH ROAD	ERNSFORD GRANGE	COVENTRY		CV3 2HT	1000
MR	RHEAD	JOHN KENNETH	THE WINDRUSH	POOLHOUSE RD	WOMBOURNE	WOLVERHAMPTON	WV5 8AZ	1600
MR	SACCONE	RICCARDO JOHN	1153 LONDON ROAD	ALVASTON	DERBY		DE24 8QF	2511
MR	SPIERS	DARREN JON	BERKELEY	GLOUCESTERSHIRE			GL13 9EH	684
MR	STANLEY	PAUL JONATHAN	20 HOMEFIELD ROAD	BILBROOK	CODSALL		WV8 1JN	1008
MR	WATSON	FREDERICK PHILIP	7 BARLEYCORN CLOSE	OAKWOOD	DERBY		DE21 2TY	1693
								28915