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rrite in this Bargin COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

88(2)

(REVISED 1988)

This form replaces forms PUC2, PUC3 and 88(2)

To the Registrar of Companies (address overleaf) (see note 1)

Company number

1003142

lease complete gibly, preferably black type, or old block lettering

Insert full name

Distinguish between ordinary, preference, etc.

Complete (a) or (b) as appropriate

				 	
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2. This section must be completed for all allotments

1. Name of company

Description of sharest	ORDINARY	ORDINARY	ORDINARY
A Number allotted	3,940	847	3, 115
B Nominal value of each	£ 0.20	£ 0.20	£ 0.20
C Total amount (if any) paid or due and payable on each share (including premium if any)	£2.05	£1.50	£1.54992

3. If the allotment is wholly or partly other than for cash the following information must be given (see notes 2 & 3)

D Extent to which each share is to be treated as paid up. Please use percentage.		
E Consideration for which the shares were allotted		

Notes

DE 274 881

- 1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
- 3. Details of bonus issues should be included only in section 2.

Presentor's name, address,
telephone number and reference
(if any): MR J WARREN
DEPUTY COMPANY SECRETARY
ROLL S-ROYCE PLC
PO BOX 31
Page 1 DERBY

For official use



A29 COMPANIES HOUSE 19/01/01

4. Names and addresses of the anottees

Please do not write in the margin

Please complete legibly, preferably in black type, or bold block lettering

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE REFER TO THE			
ATTACHED LISTING	7,902		
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Total	7,902		

Where the space given on this form is inadequate sheets should be used and the number of sheets be indicated in the box opposite:	attached should			
Signed Designation‡	TPANY SECRET ARY Date 15 0 01			
Companies registered in England and Wales or Wales should deliver this form to:-	Companies registered in Scotland should deliver this form to:-			
The Registrar of Companies Companies House	The Registrar of Companies Companies House			
Crown Way	37 Castle Terrace			
Maindy	Edinburgh			
Cardiff	EH1 2EB			
CF4 3UZ				

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‡ Insert Director, Secretary, Administrator, Administrative Receiver, or Receiver (Scotland) as appropriate

ORDINARY SHARES OF 20p

TOTAL

7,902 ====

MR DERRICK GEORGE BROWN 31 GLEDSTONE VIEW BARNOLDSWICK COLNE **LANCS** 2,431 BB8 5JY MR PETER ALBERT BARBER 8 DREYFUS CLOSE SPONDON **DERBY** 745 **DE21 7RR** MR CORNELIUS MCGUIRE **DUNVEGAN** KINGSTON ROAD **NEILSTON** 826 G78 3HZ MR MALCOLM HARLING 1 GEORGE STREET **EARBY** LANCS **BB18 6XE** 785 MR MICHAEL A EDGAR 9 HESKETH CROFT **CREWE** 890 CW1 4RY MR TERENCE GREENER **477 WELBECK ROAD NEWCASTLE UPON TYNE** 1,335 NE6 2PB MR MELVIN H YATES 21 AYSGARTH ROAD COPTHORNE 890 **SHREWSBURY**