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1. Name of company

COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

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

(**REVISED 1988**)

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

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

Company number

1003142

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black type, or
⇒ld block lettering
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nsert full name of company

Distinguish etween ordinary, reference, etc.

omplete a) or (b) as opropriate

*	ROLLS-ROYCE	plc	

2. This section must be completed for all allotments

Description of shares†	ORDINARY	ORDINARY	ORDINARY
A Number allotted	1,175	1, 696	2,817
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)	£1.17269	£1.50	£2.05

Dat	e(s) on which the shares were	e allotted					
(a)	[on 31 AUGUST	_ 18 <u>2000</u>]§, or				
(b)	[from	19	to		19	_]§	
	The names and addresses of the allottees and the number of shares allotted to each should be given overleaf						

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

- 1. This form should be delivered to the Registrar of Companies within one month of the (first) date of
- 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 ROLLS-ROYCE PLC PO BOX 31 ge 1 DERBY 8BJ DE 24

For official use COMPANIES HOUSE

07/09/00

4. Names and addresses of the allottees

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	8,178		
		·	
			
,			
Total	8,178		

Where the space given on this form is inadequate, sheets should be used and the number of sheets at be indicated in the box opposite: Deputy Comp. Designation:	
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 Crown Way Maindy Cardiff CF4 3UZ	The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB

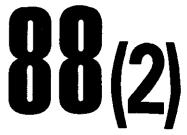
Page 2



COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

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



(**REVISED 1988**)

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

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Company number

1003142

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of company

Distinguish etween rdinary, reference, etc.

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•	ROLLS-ROYCE	ماد		
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2. This section must be completed for all allotments

Name of company

Description of shares†	ORDINARY	ORDINARY	ORDINARY
A Number allotted	595	452	1,443
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)	£1.67703	£1.07569	£1.94

Dat	Date(s) on which the shares were allotted							
(a)	[on 31 AUGUST	15 2000	_]§, or					
(b)	[from	19	to	19]§				
The give	The names and addresses of the allottees and the number of shares allotted to each should be given overleaf							

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**

- 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 ROLLS-ROYCE PLC PO BOX 31 ge 1 DERBY DERY 8BJ For official use

Please do not write in the margin

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

Names and Addresses	Number of shares allotte					
	Ordinary	Preference	Other			
PLEASE REFER TO THE						
ATTACHED LISTING	8,178					
	/					
	·					
	-					
Total	8,178					

Total  Where the space given on this form is inadequate sheets should be used and the number of sheets	e, continuation
be indicated in the box opposite:	Administrator Administrator Administrative Receiver, or Receiver (Scotland) as appropriate
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 Crown Way Maindy Cardiff	The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB

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CF4 3UZ

The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3QQ

Page 2

# Early Exercis

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	Mr James Laidlaw	John Alexander	Brian Frederick	Mr Anthony Ivan	Mr Santokh Singh	John Christopher	lan Beresford	Anthony Ernest	Mr Christopher	Ms Norma	Mrs Julie Ann	Mr Colin Victor	TITLE FORENAMES
	Worthy	Turner	Tothill	Stanley	Moar	Lester	Jones	Houlton	Holmes	Gillies	Cooke	Berry	SURNAME
	Worthy Tree Tops	96 Western Avenue	137 Thingwall Park	Stanley 14 Bowyer Avenue	24 Breydon Close	58 Moss Street	46 Amberley Road	Houlton 5 Newstead Grove	Holmes 33 Sommerset Avenue	Davnor 23 Hospital Road	97 Over Lane	32 Sandringham Road	ADD1
	Ben Lane	PRUDHOE	Fishponds	NANTWICH	off Sinfin Avenue	Great Harwood	Patchway	Bingham	Baildon	ANNAN	Openwoodgate	Stoke Gifford	ADD2
	BARNOLDSWICK	Northd NE42 6QB	BRISTOL	Cheshire	Shelton Lock, Derby	BLACKBURN	BRISTOL	Notts	SHIPLEY	Dumfriesshire DG12 5JF	Belper, Derbyshire	BRISTOL	ADD3
TOTAL	Lancs BB18 6HR		BS16 2DB	CW5 5PS	DE24 9DT	BB6 7EY	BS34 6BY	NG13 8RJ	West Yorkshire BD17 5LS		DE56 0HN	BS34 8NR	ADD4
8178	444	1047	61	1175	2494	132	278	323	317	132	1696	79	EXERCISED