

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

| Company | y number | |
|---------|----------|--|
| 10 | 003142 | |

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

nsert full name of company

Distinguish etween rdinary,

reference, etc.

omplete i) or (b) as opropriate

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|---|----------|-------------|-----|---|------|
| • | | ROLLS-ROYCE | ولد | _ | |
| | <u> </u> | | | | |

2. This section must be completed for all allotments

1. Name of company

| Description of shares† | ORDINARY | ORDINARY | ORDINARY |
|--|----------|----------|----------|
| A Number allotted | 13,028 | 12, 333 | 6,817 |
| 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) | £1.0633 | £ 1.50 | £ 2.05 |

Date(s) on which the shares were allotted [on 15 AUGUST #9 2000]8, or _ 19 __ ___ to. (b) 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 | | |
| | | _ |
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Notes

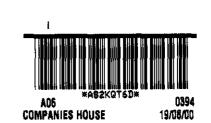
- 1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information 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)).

For official use

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 pla BOX 31 69 DEZY SBI DERBY



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 | 32,178 | | |
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| Total | 32,178 | | |
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| Total | 32,178 |
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| Where the space given on this form is inadequat sheets should be used and the number of sheets be indicated in the box opposite: Signed DEPUTY COMPANIES | |
| 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 | The Registrar of Companies Companies House 37 Castle Terrace |

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CF4 3UZ

Maindy

Cardiff

Edinburgh

EH1 2EB

ORDINARY SHARES OF 20p

MR JOHN CLAYTON BENNETT 239 NOTTINGHAM ROAD BORROWASH DERBY **DE72 3FR** 8,393 MR PAUL CAMERON MILLER 232 OVERNDALE ROAD **FISHPONDS** BRISTOL **BS16 2RG** 879 MR NICHOLAS PALING 12 PEARTREE CLOSE **HARTSHORNE SWADLINCOTE DERBYSHIRE** DE11 7AQ 2,957 MR GARRY FREDERICK TAYLOR 22 STEWART CLOSE SPONDON **DERBY DE21 7FB** 799 MR DENNIS WILLIAM JO CASON 13 KINGS CROFT **ALLESTREE DERBY DE22 2FP** 3,922 MR RONALD ALBERT HEAD 43 OAKTREE CRESCENT **BRADLEY STOKE** BRISTOL **BS32 9AB** 740 MR CHRISTOPHER HAG PUGH 9 GARY CLOSE LITTLEOVER DERBY **DE23 7LG** 6,438 MR IAIN LEE SUTHERAN 22 SIMCOE LEYS **CHELLASTON DERBY DE73 1XL** 1,233

ORDINARY SHARES OF 20p

TOTAL 32,178 =====

| MR COLIN GEOFFREY BALL 5 HEALEY DRIVE HINTON CHIPPENHAM WILTS SN14 8HQ | 273 |
|--|-----------|
| MR DAVID BEIGHTON 5 SUNNINGDALE WALK BEDFORD MK41 8BA | 1,079 |
| MR CLIVE BAILEY DOWNING 5 ORCHARD RISE OLVESTON BRISTOL BS35 3DR | 668 |
| DR PETER JAMES GANE 55 WAVERLEY ROAD REDLAND BRISTOL BS 6 GET | 2,776 |
| MR GARY D JONES 16 TRENTHAM ROAD HARTSHILL NUNEATON CV10 0SN | 2,021 |