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

Return of allotments of shares

88(2)

(REVISED 1988)

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

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

Please do not write in this margin

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

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

Company number 1003142

1. Name of company

* Insert full name of company

* ROLLS-ROYCE plc

2. This section must be completed for all allotments

† Distinguish between ordinary, preference, etc.

Description of shares†	ORDINARY	ORDINARY	
A Number allotted	151,409	25,224	
B Nominal value of each	£0.20	£0.20	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.17269	£1.53762	£

§ Complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on 5 JULY ~~19~~ 2000]§, 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

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

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
ROLLS ROYCE plc
PO BOX 31
DERBY DE24 8BJ

For official use

A6K108A3
A20 0697
COMPANIES HOUSE 18/07/00

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	176,633		
Total	176,633		

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

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

Signed [signature] Designation‡ DEPUTY COMPANY SECRETARY Date 05.07.2006

Companies registered in England and Wales or Wales should deliver this form to:–

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZ

Companies registered in Scotland should deliver this form to:–

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

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

1988 Edition
7.95 F29959
5019476

Companies G88(2) (Revised 1988)

ROLLS-ROYCE plc

COMPANY NO.1003142

Title	Forename	Surname	Address					Ordinary Shares 20p
Ms	Paula	Andrews	22 Nesfield Drive	Winterley	SANDBACH	Cheshire CW11 4NT		1175
Mr	Stephen M	Appleby	50 Lodore Road	Jesmond	NEWCASTLE UPON TYNE	NE2 3NN		455
Mr	Michael Gordon	Arnold	The Coach House	Scarthingwell Park	Scarthingwell	TADCASTER	LS24 9PG	6337
Mr	Stewart Paul	Atkinson	55 Buntingsdale Road	MARKET DRAYTON	Shropshire TF9 1LP			2352
Mrs	Dawn	Austin	16 Sharnbrook Drive	CREWE	CW2 8TZ			587
Mr	David	Badrock	The Mount	109 The Hill	SANDBACH	Cheshire CW11 1FG		2352
Mr	Robert	Baker	11 Daisy Bank Close	High Heath	Pelsall	WALSALL	WS3 4BL	455
Mr	Stephen John	Barlow	39 Moseley Wood Green	LEEDS	LS16 7HA			557
Mr	Mark	Barnes	4 Hopefield Court	Rothwell	LEEDS	LS26 0XS		329
Mr	Raymond	Bell	7 Porchester Drive	Eastfield Chase	CRAMLINGTON	Northd NE23 9QA		705
Mr	Paul T	Bennett	105 Ash Cresent	Eckington	SHEFFIELD	S21 4AD		380
Mr	Bryan	Blacklock	186 Birchington Avenue	SOUTH SHIELDS	Tyne and Wear NE33 4SB			455
Mr	A	Booth	15 Oakley Street	Belle Vue	SHREWSBURY	SY3 7JU		177
Mr	Kenneth	Brett	36 Thropton Terrace	NEWCASTLE UPON TYNE	NE7 7HT			227
Mr	Andrew R	Bromley	3 Well Garth Mount	Cross Gates	LEEDS	LS15 7LF		2352
Mr	Stephen John	Butler	38 Pound Mead	RYDE	Isle of Wight PO33 3HH			380
Mr	John	Byrne	13 Ryde Terrace	GATESHEAD	Tyne and Wear NE11 9HN			278
Mr	Stephen Robert	Cass	21 Waldron Gardens	Wistaston	CREWE	CW2 8UT		1175
Mr	Michael John	Chilver	Holly Cottage	School Lane Bronington	WHITCHURCH	Shropshire SY13 1RZ		455
Mr	Colin Nicholas	Clark	The Old Mill	Nether Warden	HEXHAM	Northd NE46 4SP		5882
Mr	Conrad	Clarke	76 Glenluce Birtley	CHESTER LE STREET	Co Durham DH3 2HY			1175
Mr	D	Clayton	3 Circular Drive	Renishaw	SHEFFIELD	S21 3UG		177
Mr	Ian	Cooper	14 Heath Close	Gateshead	Tyne & Wear	GATESHEAD	Tyne and Wear NE11 9TF	455
Mr	Stewart William	Dakin	152 Heanor Road	Smalley	ILKESTON	Derbyshire DE7 6DY		455
Mr	Geoffrey Harry	Davies	6 Meole Rise	SHREWSBURY	SY3 9JG			2352
Miss	Julie Ann	Davies	3 Alvaston Way	Rivermead	SHREWSBURY	SY2 5TT		1301
Mr	Michael John	Davies	177 Queens Drive	NANTWICH	Cheshire CW5 5JJ			1175
Mr	Joseph	Dawson	2 Eskdale	Vigo	Birtley	CHESTER LE STREET	Co Durham DH3 2ER	278
Mr	Richard James	Dawson	47 Dunholme Road	Grainger Park Estate	NEWCASTLE UPON TYNE	NE4 6XD		11826
Mr	Ian Robert	Downes	10 Moray Close	DARLINGTON	County Durham DL1 3TH			227
Mr	Keith Martin	Dunn	36 Mollyfair Close Crawcrook	RYTON	Tyne and Wear NE40 4UZ			2352
Mr	Stephen Leonard	Edwards	14 Dunkeld Drive	Telford Estate	SHREWSBURY	SY2 5UZ		2321
Mr	Glen M	Ellis	71 North Street	CREWE	CW1 4NJ			252
Mr	John	English	15 Cloverhill Drive Crawcrook	RYTON	Tyne and Wear NE40 4TG			455
Mr	D	Fewtrell	12 The Crescent	Muchwenlock	MUCH WENLOCK	Shropshire TF13 6JF		177
Mr	John	Fletcher	12 Westfield Road	Killamarsh	SHEFFIELD	S21 1EY		278
Mrs	Margaret	Forster	34 Path Head	BLAYDON ON TYNE	Tyne and Wear NE21 4SR			587
Mr	Charles John	Fox	26 Ash Grove Stanley	WAKEFIELD	West Yorkshire WF3 4JY			1420
Mr	J	Fuller	Sycamore House	16 The Rise	MALTON	North Yorkshire YO17 9TA		709
Mr	John C	Gilchrist	5 Shaftoe Close	Ryton	Tyne & Wear	RYTON	Tyne and Wear NE40 4UT	455
Mr	John M	Gill	64 Kentmere Avenue	Walker	NEWCASTLE UPON TYNE	NE6 4HE		177
Mr	Harvey	Goldman	102 Stanks Lane North	LEEDS	LS14 5LH			7540
Miss	C L	Goodwin	1 Farmoor Gardens	Sothall	SHEFFIELD	S20 2PF		455
Mr	Alan J	Gordon	32 Whitehouse Gardens	Tadcaster Road	YORK	YO24 1EA		2940
Mr	Ian Robertson	Greaves	25 Crawley Avenue	HEBBURN	Tyne and Wear NE31 2LT			278
Mr	Henry	Greener	34 Dene Crescent	RYTON	Tyne and Wear NE40 3RY			278
Mr	Terence	Greener	62 Marondale Avenue	Walkerdene	NEWCASTLE UPON TYNE	NE6 4HJ		4705
Mr	Philippe J C	Griffiths	367 Burley Road	LEEDS	LS4 2RG			278
Mr	Anthony Peter	Hall	46 Roman Avenue	Roundhay	LEEDS	LS8 2AN		1764
Mr	Kevin Simon	Hall	9 Prior Close	Wistaston	CREWE	CW2 8DN		1764

Title	Forename	Surname	Address					Ordinary Shares 20p
Mr	Philip	Hall	2 Morwick Road	Warkworth	MORPETH	Northd NE65 0TD		278
Mr	Michael	Harris	22 Nesfield Drive	Winterley	SANDBACH	Cheshire CW11 4NT		1764
Mr	Duncan Walker	Hendry	99 Woodfard	Low Fell	GATESHEAD	Tyne and Wear NE9 6RG		937
Mr	Stephen James	Hope	40 Longlands Drive	Houghton Park	HOUGHTON LE SPRING	Tyne and Wear DH5 8LR		10471
Mr	Shaun Peter	Horan	14 Littlemoor Court	PUDSEY	West Yorkshire LS28 9NR			177
Mr	Stephen John	Ijewsky	Sundown	13 Whitchurch Road Prees	WHITCHURCH	Shropshire SY13 2DG		1175
Mr	Timothy Mark	Jackson	Orchard End	Orchard Close	Barkston Ash Tadcaster	TADCASTER	LS24 9PT	252
Mr	William Robert	Jamieson	32 The Wynd	Wynyard Park	BILLINGHAM	Cleveland TS22 5QE		4117
Mrs	Alison Jayne	Jennings	17 Wordsworth Drive Sydney	CREWE	CW1 5JN			1175
Mr	Jeffrey Denholm	Jobling	28 Parklands Court	Wardley	GATESHEAD	Tyne and Wear NE10 8YJ		278
Mr	Peter	Johnson	81 Wharton Street	SOUTH SHIELDS	Tyne and Wear NE33 3JX			2940
Mr	Christopher	Jones	Melford	Nobold	SHREWSBURY	SY5 8NW		3529
Mr	Gareth Wyn	Jones	18 Priestley Gardens	HECKMONDWIKE	West Yorkshire WF16 9DS			557
Mr	Paul A	Jones	The Bungalow	Edgebolton	SHREWSBURY	SY4 4EL		380
Mr	Michael Joseph	Jordan	3 Addison Court	Colton Old Village	LEEDS	LS15 9HL		177
Mr	G	Keenan	10 Regency Drive	Whickham	NEWCASTLE UPON TYNE	NE16 5XZ		455
Mr	I	Kelly	29 Adams Ridge	Sutton Lane	SHREWSBURY	SY3 7TZ		177
Mr	Luigi	Labraca	702 Chatsworth Road	Brookside	CHESTERFIELD	Derbyshire S40 3PB		2701
Mr	Harold	Laidler	7 Buttermere Gardens	Low Fell	GATESHEAD	Tyne and Wear NE9 6TP		1175
Mr	Thomas D	Lauder	40 Christiemiller Avenue	EDINBURGH	EH7 6ST			2940
Mr	Ray Francis	Mackereth	Eastnor	86 Sundorne Road	SHREWSBURY	SY1 4RS		1352
Mr	Wayne	Marsden	23 Willow Road	Killamarsh	SHEFFIELD	S31 8FL		1352
Mr	Ian Christopher	McMillan	Meadowside	Oteley Road	SHREWSBURY	SY2 6QH		2352
Mr	James	Meadows	51 Dominies Close	Gibside Heights	ROWLANDS GILL	Tyne and Wear NE39 1PA		177
Mr	Robert John	Meadwell	26 Weavers Croft	Lumby Lane	PUDSEY	West Yorkshire LS28 9LF		177
Mr	Stephen R	Meredith	11 Kestrel Drive	Sundorne Grove	SHREWSBURY	SY1 4TT		1175
Mr	Simon	Morgan	Copse View House	High Spen Court High Spen	ROWLANDS GILL	Tyne and Wear NE39 2EB		2352
Mrs	Christine Ann	Morrison	11 Park Lane Shiremoor	NEWCASTLE UPON TYNE	NE27 0TE			126
Mr	David Malcolm	Morrison	10 Benwell Grange Road	Benwell	NEWCASTLE UPON TYNE	NE15 6RN		1347
Mr	Geoffrey	Newcomb	20 Dunlin Close	RYTON	Tyne and Wear NE40 3XA			2940
Mr	George William	Nichol	4 Kingsmere	CHESTER LE STREET	Co Durham DH3 4DB			1764
Mr	David	Nicholls	20A Bridge Street	Killamarsh	SHEFFIELD	S31 8AH		2940
Mr	Ronald	Noble	31 Mitford Close	Oxclose	WASHINGTON	Tyne and Wear NE38 0HA		329
Mr	Michael James	Penny	7 Monterey Road	Haylands	RYDE	Isle of Wight PO33 3JR		1555
Mr	Christopher James	Perry	18 Bagley Drive	Mount Pleasant	SHREWSBURY	SY1 3BX		557
Mrs	Jaqueline H	Peters	10 Coldridge Drive	Hencott Park	SHREWSBURY	SY1 3YT		126
Mr	Anthony Hugh	Pickering	5 West Farm	Manor Road Medomsley	CONSETT	Co Durham DH8 6TL		1469
Mr	Robert H	Price	7 McGredy Drive	Portland Nurseries	SHREWSBURY	SY2 5NF		1175
Mr	Graham	Ralphs	20 Romsley Drive	Farthings Estate	SHREWSBURY	SY2 6TG		2352
Mr	Terry	Ralphs	12 Deepfields	SHREWSBURY	SY3 6DP			1175
Mr	Bryan	Rickett	40 St Johns Wood Road	RYDE	Isle of Wight PO33 1HP			760
Mr	Martin J	Roberts	8 Wellmeadow Drive	SHREWSBURY	SY3 8UW			177
Mr	David	Rogers	11 Bude Close	Coppenhall	CREWE	CW1 3XG		937
Mrs	Pamela	Rose	31 Olive Road	Mosborough	SHEFFIELD	S20 5DH		278
Mr	A J	Salisbury	59 Clive Road	Monkmoor	SHREWSBURY	SY2 5QP		126
Mr	George	Salmon	The Bungalow	Wellhouse Farm	Newton	STOCKSFIELD	Northd NE43 7UY	278
Mr	Michael T	Sawyer	23 Horestone Drive	SEAVIEW	Isle of Wight PO34 5DD			1175
Mr	James	Shipley	4 Beweshill Crescent	Blaydon on Tyne	Tyne & Wear	BLAYDON ON TYNE	Tyne and Wear NE21 6BW	1175
Mr	Peter Richard	Shooter	15 Hallfield Avenue	Micklefield	LEEDS	LS25 4AU		2352
Mr	Kenneth James	Simcock	94 Valley Road	CREWE	CW2 8LA			2352

Title	Forename	Surname	Address					Ordinary Shares 20p
Mr	David Peter	Sims	2 Newchapel Road	Whitehill	STOKE ON TRENT	ST7 4SG		1764
Mr	Raymond F	Smith	4 Ash Hill Drive	LEEDS	LS17 8JT			2940
Mr	Kenneth	Steanson	7 Highfield	Birtley	CHESTER LE STREET	Co Durham DH3 1QQ		2352
Mr	Francis John	Stephen	33 Mid Steil	Glenlockart	EDINBURGH	EH10 5XB		2411
Mr	Paul Joseph	Stone	32 Gingerbread Lane	NANTWICH	Cheshire CW5 6NH			3529
Mr	Peter	Taylor	14 Silverdale Drive	Winlanton	BLAYDON ON TYNE	Tyne and Wear NE21 6EQ		1234
Mr	Tyrus	Telford	18 Glenhurst Drive	NEWCASTLE UPON TYNE	NE16 5SJ			278
Mr	Philip David	Tew	2 Cross Lane	SANDBACH	Cheshire CW11 4HG			177
Mr	David Alan	Thompson	32 Sixth Ave	Heaton	NEWCASTLE UPON TYNE	NE6 5YN		1175
Mr	Harry Edward	Thompson	37 Muncaster Road	Garforth	LEEDS	LS25 2ND		2352
Mr	John Alexander	Turner	96 Western Avenue	PRUDHOE	Northd NE42 6QB			1935
Mr	Neil Thomas	Vernon	24 Gerard Drive	NANTWICH	Cheshire CW5 5JT			1352
Mr	Duncan	Welch	20 Ambleside Close	CREWE	CW2 8RX			2352
Mr	Mark Thomas	Westwell	18 Haweswater Avenue	CREWE	CW1 4PD			177
Mr	Roger Keith	Willetts	Woodlea	Wood Lane	Horsforth	LEEDS	LS18 4NZ	937
Miss	Maureen Eleanor	Wilson	110 Waverdale Way	SOUTH SHIELDS	Tyne and Wear NE33 4SH			177
Mr	Ronald	Woodhead	22 Beech Drive	South Milford	LEEDS	LS25 5NN		1411
Mr	Thomas Edward	Wylam	118 Meadway	Forest Hall	NEWCASTLE UPON TYNE	NE12 9RE		2352
								176633