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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)

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

* Insert full name
of company

1. Name of company

* ROLLS-ROYCE PLC

† Distinguish
between
ordinary,
preference, etc.

2. This section must be completed for all allotments

Description of shares †	ORDINARY	ORDINARY	
A Number allotted	15,276	640	
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)	£1.50	£2.05	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 22 MARCH 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.

Presenter's name, address,
telephone number and reference
(if any): MR J WARREN

ASSISTANT COMPANY SECRETARY

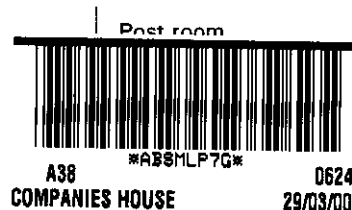
ROLLS-ROYCE PLC

PO Box 31

Page 1 DERBY

DE24 8BJ

For official use



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
MR NOEL GEORGE WEBSTER			
3 HAILSHAM CLOSE			
MICKLEOVER, DERBY, DE3 5PE	640		
MR BRIAN ROBERT SANDERS			
31 WOODLANDS PARK	2834		
ALMONDSBURY, BRISTOL, BS32 4AS			
MR PETER ROBINSON			
24 MARSHFIELD WAY			
FAIRFIELD PARK			
BATH, AVON, BA1 6HG	1771		
MR HARRY ROY CARR			
62 NIGHTINGALE RISE			
PORTISHEAD			
NORTH SOMERSET, BS20 8LN	1948		
MR PATRICK CHARLES CONNOLLY			
17 WESLEY ROAD			
AMBERGATE, DERBY, DE5 6 2GT	6952		
MR ARNOLD BARRETT			
13 LOXTON COURT			
MICKLEOVER			
DERBY DE3 5PH	1771		
Total	15,916		

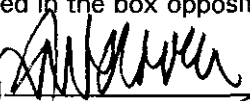
Please do not write in the margin

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

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



ASSISTANT COMPANY SECRETARY

Designation

Date 22-03-2000

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