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

Return of allotments of shares

88(2)

(REVISED 1988)

Please do not
write in this
margin

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

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

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

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	ORDINARY
A Number allotted	825	2,191	2,238
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

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 14 JANUARY 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 DE 24 8BJ

For official use

Post room



A16
COMPANIES HOUSE

0211
15/01/00

1 2

**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:

Signed

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Early Exerciser Listing for ROLLS ROYCE PLC Surname Order

Date: 12/01/2000 12:14:38

Account No	Name	Address	Pay Ref	NINO	Leave date	Leave Reason	Tax District	Shares Req.	Value	Option Price	Shares Lost	Date Option Cert Sent	Option Cert Included
685032791	MRS PAULINE ^{GILLIAN PATRICIA} P K TOMPSETT	920249	111126051	26/11/1999			825	£877.22	1.0633	0		No	Yes
0203 / B / 7	110 Blandford Drive, Clifford Park Estate, Coventry, , CV2 2NE	Deceased											
Totals For Term 7							825	£877.22	0				
Totals For Issue B							825	£877.22	0				
686779920	MR WILLIAM GEORGE W G RENFORTH	777783033	16/07/1999				665	£997.50	1.5000	0		No	
0202 / C / 5	8 Teviotdale Gardens, High Heaton, Newcastle Upon Tyne, , NE7 7PU	Redundancy											
686847764	MR ALFRED BRYAN A B STEPHENS	89427	777783289	30/07/1999			678	£1,017.00	1.5000	0		No	
0202 / C / 5	18 St Michaels Close, Winterbourne, Bristol, , BS17 1NS	Redundancy											
Totals For Term 5							1,343	£2,014.50	0				
686754421	MRS GILLIAN PATRICIA G P TOMPSETT	920249	777785696	26/11/1999			848	£1,272.00	1.5000	0		No	
0203 / C / 7	110 Blandford Drive, Clifford Park Estate, Coventry, , CV2 2NE	Deceased											
Totals For Term 7							848	£1,272.00	0				
Totals For Issue C							2,191	£3,286.50	0				
688159679	MR JOHN DOWSON J D BENNETT	007139	ZP543027C	31/07/1999			1,071	£2,195.55	2.0500	0		Yes	
0408 / D / 3	307 Ashley Down Road, Bristol, , BS7 9BG												
688252423	MR PETER P ROBINSON	080250	ZW832905D	29/10/1999			638	£1,307.90	2.0500	0		Yes	
0408 / D / 3	24 Marshfield Way, Fairfield Park, Bath, Avon, BA1 6HG												
688264693	MR ALFRED BRYAN A B STEPHENS	089427	ZM928722B	30/07/1999			529	£1,084.45	2.0500	0		No	
0408 / D / 3	18 St Michaels Close, Winterbourne, Bristol, , BS36 1NS	Redundancy											
Totals For Term 3							2,238	£4,587.90	0				
Totals For Issue D							2,238	£4,587.90	0				

Early Exerciser Listing for ROLLS ROYCE PLC Surname Order

Date: 12/01/2000 12:14:39

Account No	Name	Pay Ref	NINo	Leave date	Shares Req.	Value	Option Price	Shares Lost	Date Option Cert Sent	Option Cert Included
Scheme/Issue/Term	Address			Leave Reason	Tax District					Location
Grand Totals					5,254	£8,751.62				0