



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

Return of allotments of shares

88(2)

(REVISED 1988)

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)

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	10,772	14,332	7,161
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 9 SEPTEMBER 1999] §, 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

ASSISTANT COMPANY SECRETARY
ROLLS-ROYCE PLC
PO Box 31
Page 1 DERBY
DE24 8BJ

For official use



Please do not
write in the
margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE REFER TO THE ATTACHED LIST	32,265		
Total	32,265		

□

Signed: [Signature] Designation: ASSISTANT COMPANY SECRETARY Date: 09.09.90

**Companies registered in Scotland
should deliver this form to:-**

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

ROLLS-ROYCE EARLY EXERCISERS 1992

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE PRICE	SHARE VALUE	NUMBER OF SHARES	OPTION CERT REC'D
MILLENER	DAVID WILLIAM	MR	19 ELMWOOD AVENUE NORTH GOSFORTH NEWCASTLE-UPON-TYNE NE13 6PX	685080850	REDUNDANT	16/04/1999	£1.0633	£5,413.26	5091	N
STADDEN	STANLEY WILLIAM	MR	13 BYRON STREET ST AGNES BRISTOL BS2 9NT	685152932	REDUNDANT	30/03/1999	£1.0633	£6,040.60	5681	N
							£1.0633			
							£1.0633			
							£1.0633			
							£1.0633			
							£1.0633			

$10772 \times 0.20 = 2,154.40$
 $1.0633 - 0.20 = 0.8633$
 $0.8633 \times 10772 = 9,299.46$

10772
 Page Total £11,453.86
 Page share total

11453.86

ROLLS-ROYCE EARLY EXERCISERS 1995

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE PRICE	SHARE VALUE	NUMBER OF SHARES	OPTION CERT REC'D
ATTENBOROUGH	COLIN	MR	24 REDWOOD ROAD SINFIN DERBY DE24 9LA	686799530	REDUNDANT	30/03/1999	£1.50	£2,088.00	1392	N
CRUISE	PATRICK	MR	MON ABRI 26 BENT LANE COLNE LANC'S BB8 7AA	686848795	REDUNDANT	11/03/1999	£1.50	£2,784.00	1856	N
DUNCAN	ALASTER BLAIR	MR	DEAN ROAD GATES LANE BARNOLDSWICK BB18 6HJ	686801446	REDUNDANT	27/03/1999	£1.50	£2,320.50	1547	N
HALL	WILLIAM GEORGE	MR	2 LINBY CLOSE VALLEY ROAD SHERWOOD NOTTS NG5 3HS	686838838	REDUNDANT	31/03/1999	£1.50	£1,855.50	1237	N
JENKINS	ALAN JOHN	MR	36 HAMPDEN CLOSE YATE BRISTOL BS37 5UW	686805387	REDUNDANT	31/03/1999	£1.50	£1,659.00	1106	N
PHILIPSON	ERIC BRUCE	MR	26 PALMERS GREEN NEWCASTLE UPON TYNE NE12 9HF	686778223	REDUNDANT	16/07/1999	£1.50	£541.50	361	N

$14,332 \times 0.20 = 2,866.40$
 $1.50 - 0.20 = 1.30$
 $1.30 \times 14,332 = 18,631.60$

Page Total	£11,248.50
7499	Page share total

ROLLS-ROYCE EARLY EXERCISERS 1995

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE PRICE	SHARE VALUE	NUMBER OF SHARES	OPTION EXERCISE REC'D
PLENTY	ADRIAN COLIN	MR	119 WATLEYS END ROAD WINTERBOURNE SOUTH GLOUCESTERSHIRE BS36 1QG	686843831	REDUNDANT		£1.50	£3,712.50	2475	N
SCAMMELL	DAVID THOMAS	MR	44 FILWOOD DRIVE KINGSWOOD BRISTOL BS15 4HS	686813177	REDUNDANT	31/03/1999	£1.50	£1,896.00	1264	AT YES 60000000
STADDEN	STANLEY WILLIAM	MR	13 BYRON STREET ST AGNES BRISTOL BS2 9NT	686846504	REDUNDANT	30/03/1999	£1.50	£4,641.00	3094	N
							£1.50			
							£1.50			
							£1.50			
							£1.50			
Page Total £10,249.50 6833 Page Total										
Grand Total £21,498.00 14332 Total Shares										

ROLLS-ROYCE EARLY EXERCISERS 1997

SURNAME	FORNAME	MR	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE PRICE	SHARE VALUE	NUMBER OF SHARES	PORTION CERTIFIED
ASHER	ALAN	MR	18 THE BANCROFT ETWALL DERBY DE65 6NE	688153638	REDUNDANT	31/03/1999	£2.05	£4,034.40	1968	N
CRUISE	PATRICK DESMOND	MR	MON ARBI 26 BENT LANE COLNE LANCS BB8 7AA	688178657	REDUNDANT	11/03/1999	£2.05	£1,924.95	939	N
HALL	WILLIAM GEORGE	MR	2 LINBY CLOSE VALLEY ROAD SHERWOOD NOTTS NG5 3HS	688199794	REDUNDANT	31/03/1999	£2.05	£899.95	439	N
HUDSON	TERRENCE J L	MR	165 HARVENBULK LANE LITTLEOVER DERBY DE23 7AF	688210372	REDUNDANT	31/03/1999	£2.05	£899.95	439	N
JENKINS	ALAN JOHN	MR	36 HAMPDEN CLOSE YATE BRISTOL BS37 5UW	688213908	REDUNDANT	31/03/1999	£2.05	£899.95	439	N
LYNCH	JAMES CAMBELL	MR	CONIFERS 120 RADBOURNE STREET DERBY DE22 3BU	688244586	RETIRED	31/03/1999	£2.05	£1,137.75	555	N

$7161 \times 0.20 = 1,432.20$
 $2.05 - 0.20 = 1.85$
 $1.85 \times 7161 = 13,247.85$

Page Total	£9,796.95	1779	Page share total
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ROLLS-ROYCE EARLY EXERCISERS 1997

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE PRICE	SHARE VALUE	NUMBER SHARES	OPTION OVER PERIOD RECD
MALLET	FREDERICK	MR	17 CORNHOLME BURNLEY LANCS BB10 2DX	688226147	REDUNDANT	26/03/1999	£2.05	£2,870.00	1400	N
MCCULLOUGH	PAULINE	MS	274 DURHAM ROAD GATESHEAD TYNE & WEAR NE8 4JR	688229200	REDUNDANT	31/03/1999	£2.05	£899.95	439	N YES included
PHILIPSON	ERIC BRUCE	MR	26 PALMERS GREEN NEWCASTLE UPON TYNE NE12 9HF	688244633	REDUNDANT	16/07/1999	£2.05	£213.20	104	N
PLENTY	ADRIAN COLIN	MR	119 WATLEYS END ROAD WINTERBOURNE SOUTH GLOUCESTERSHIRE BS36 1QG	688245729	REDUNDANT		£2.05	£899.95	439	N
							£2.05			
							£2.05			

Page Total £4,888.10 2382 Page Total

Grand Total £14,880.05 7161 Total Shares