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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
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† Distinguish
between
ordinary,
preference, etc.

2. This section must be completed for all allotments

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	3,059	11,242	5,842
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 25 JUNE 1999]s, or

(b) [from _____ 19____ to _____ 19____]s

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

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DE24 8BJ

For official use



Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE REFER TO THE ATTACHED LISTING	20,143		
Total	20,143		

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

11/11/2011

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

Signed.

ies registered in England
s should deliver this for

ASSISTANT COMPANY SECRETARY
Designation: _____ Date: 25.06.99

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 RECD
BRYAN	BARRIE WILLIAM	MR	11 LODGE WAY MICKLEOVER DERBY DE3 5BE	685036223	RETIRED	31/05/1999	£1.0633	£1,006.95	947	NO
							£1.0633			
							£1.0633			
							£1.0633			
							£1.0633			
							£1.0633			
							£1.0633			

$3059 \times 0.20 = 611.80$
 $1.0633 - 0.20 = 0.8633$
 $0.8633 \times 3059 = 2640.83$

947	£1,006.95	Page 1 of 1
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Page 1 4,028.60 28,663.13 20,143 Total Shares
 32,091.73

ROLLS-ROYCE EARLY EXERCISERS 1992

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE PRICE	COST PER SHARE	NUMBER OF SHARES	OPTION CERT	RECORD
DOCKERTY	BRIAN JOHN	MR	132 ALLESTREE CLOSE ALVASTON DERBY DE24 8SX	685521776		31/03/1999	£1.0633	£1,393.99	1311		N
OLOUGHLIN	MICHAEL DESMOND	MR	30 COUZENS CLOSE CHIPPING SODBURY S. GLOS BRISTOL BS37 6BT	685476134		31/05/1999	£1.0633	£851.70	801		N
							£1.0633				
							£1.0633				
							£1.0633				
							£1.0633				
							£1.0633				

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ROLLS-ROYCE EARLY EXERCISERS 1995

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SWIRE PRICE	SWIRE VALUE	NUMBER OF STATES	ORIGIN
BAYLISS	COLIN	MR	9 ASTORVILLE PARK ROAD CHELLASTON DERBY DE73 1XW ✓	686757765		31/12/1998	£1.50	£1,228.50	819	N
MOSLEY	BRIAN	MR	25 PORTER ROAD DERBY DE23 6QZ ✓	686761401		31/03/1999	£1.50	£861.00	574	N
PEACOCK	DAVID GRAHAM	MR	2 TYNING CLOSE YATE BRISTOL BS37 5 BS12 4PN	686764044		31/12/1998	£1.50	£6,118.50	4079	N
SHAPMAN	JOHN MICHAEL	MR	FIELD VIEW 140 WATLEYS END ROAD WINTERBOURNE BRISTOL BS17 1QH ✓	686827909		31/12/1998	£1.50	£4,308.00	2872	N
							£1.50			
							£1.50			

$11,242 \times 0.20 = 2,248.40$
 $1.50 - 0.20 = 1.30$
 $1.30 \times 11,242 = 14,614.60$

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
DAVIES	ALAN HYWELL	MR	8 GREENWAY DRIVE SOUTHMEAD BRISTOL BS10 5LU	686842800	REDUNDANCY	31/12/1998	£1.50	£1,762.50	1175	NO ✓
GOODLIFFE	ALAN CHRISTOPHER	MR	185 KINGFISHER ROAD CHIPPING SODBURY BRISTOL BS17 6JH	686767523		31/12/1998	£1.50	£2,154.00	1436	NO ✓
NYHAN	ANTHONY DENIS FRANCIS	MR	15 BRAYDON AVENUE LITTLE STOKE BRITOL BS34 6EH	686836894		31/12/1998	£1.50	£430.50	287	NO ✓
							£1.50			
							£1.50			
							£1.50			

2898
Page Total: £3,347.00
Page share total:

ROLLS-ROYCE EARLY EXERCISERS 1997

SURNAME	FORNAME	NAME	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE PRICE	SHARE VALUE	NUMBER OF SHARES	OPTION CERT. REF.
BARKER	CHARLES NEIL	MR	4 THE PLANTATION COUNTERTHORPE LEICESTER LE8 5ST	688156483		31/03/1999	£2.05	£1,094.70	534	N
DOCKERTY	BRIAN JOHN	MR	132 ALLESTREE CLOSE ALVASTON DERBY DE24 8SX	688182611		31/03/1999	£2.05	£586.30	286	N
HAYNES	BRIAN VINCENT	MR	77 KINGSLEY CRESCENT LONG EATON NOTTINGHAM NG10 3DA	688203937		31/12/1998	£2.05	£1,230.00	600	N
MEE	GRAHAM	MR	21 SYDENHAM ROAD MACKWORTH DERBY DE22 4EJ	688231639		31/03/1999	£2.05	£358.75	175	N
MILES	JOHN MERVYN	MR	41 HIGH STREET RYTON ON DUNSMORE COVENTRY CV8 3FJ	688232457		31/03/1999	£2.05	£717.50	350	N
SHARMAN	JOHN MICHAEL	MR	FIELD VIEW 140 WATLEYS END ROAD WINTERBOURNE BRISTOL BS17 1QH	688257158		31/12/1998	£2.05	£762.60	372	N

$5,842 \times 0.20 = 1,168.40$
 $2.05 - 0.20 = 1.85$
 $1.85 \times 5,842 = 10,807.70$

Page Total £7,793.50

ROLLS-ROYCE EARLY EXERCISERS 1997

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE PRICE	SHARE VALUE	NUMBER OF SHARES	OPTION CERT. REC'D
GOODLIFFE	ALAN	MR	185 KINGFISHER ROAD CHIPPING SODBURY BRISTOL BS17 6JH	688195551		31/12/1998	£2.05	£2,097.15	1023	N
POWELL	ALAN	MR	172 WATERFORD DRIVE ALBERT ROAD ESTATE CHADDESDEN DERBY DE21 6TH	688246504		31/03/1999	£2.05	£1,158.25	565	N
HANDLEY	PETER	MR	3 MEADOW COURT FINDERN DERBY DE65 6QW	688200598		30/04/1999	£2.05	£762.60	372	N
BORRINGTON	JOHN GEORGE	MR	CHILTERN 52 HOLLOWOOD AV LITTLEOVER DERBY DE23 6JD	688163129		31/03/1999	£2.05	£3,136.50	1530	N
							£2.05			
							£2.05			

ROLLS-ROYCE EARLY EXERCISERS 1997