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

Return of allotments of shares

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

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

1. 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	1065	32,454	
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)	£2.05	£1.50	£

Date(s) on which the shares were allotted

(a) [on 11 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
DERBY
DE24 8BJ

For official use



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE REFER TO THE ATTACHED LISTING	33,519		
Total	33,519		

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:

Signed: [Signature] Designation: ASSISTANT COMPANY SECRETARY Date: 11/06/99

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

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

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
EDLIN	MARIAN LORRAINE	MISS	117 LANDSDOWNE CRES STANWIX CARLISLE CUMBRIA CA3 9ER	688185262			£2.05	£1,160.30	566	NO
FEATHERSTONE	WILLIAM COMERFORD	MR	FEATHERWAYS MILE ROAD WIDDRINGTON NE61 5QR	688188067			£2.05	£1,022.95	499	NO
							£2.05			
							£2.05			
							£2.05			
							£2.05			
							£2.05			

$1065 \times 0.20 = 213.00$
 $2.05 - 0.20 = 1.85$
 $1.85 \times 1065 = 1970.25$

213.00
 6490.80
 6703.80

Page 1

44,160.45

50,864.25

ROLLS-ROYCE EARLY EXERCISERS 1995

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE PRICE	SHARE VALUE	NUMBER OF SHARES	PORTION CERT RECD
BACHELOR	M J	MR	25 MAPLE AVENUE THORNBURY BRISTOL BS35 2JW	686805557			£1.50	£1,291.50	861	NO
BREHONY	J A N	MR	61 CROHAM ROAD SOUTH CROYDEN SURREY CR2 7HE	686802876			£1.50	£4,308.00	2872	NO
BROWN	RONALD WILLIAM	MR	13 ENGLANDS CRESCENT WINTERBOURNE BRISTOL BS17 1NN	686843483			£1.50	£3,015.00	2010	YES
FEATHERSTONE	WILLIAM COMERFORD	MR	FEATHERWAYS MILE ROAD WIDDRINGTON NE61 5QR	686829774			£1.50	£5,170.50	3447	NO
FROST	DAVID GORDON	MR	38 WINCHESTER STREET SHERWOOD NOTTINGHAM NG5 4AJ	686769496			£1.50	£10,771.50	7181	NO
MATTOCK	ANTHONY JOHN	MR	57 LACEY ROAD STOCKWOOD BRISTOL BS14 8LS	686836479			£1.50	£4,308.00	2872	YES

1995

Page Total 628,864.50

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 CERT. RECD.
MIDDLETON	DAVID THOMAS	MR	1 FETCHAM COURT KENTON BANKFOOT GOSFORTH NEWCASTLE UPON TYNE	686844625			£1.50	£430.50	287	NO
NE3 2UL										
REID	HELEN	MS	6 CRAIGTON ROAD JOHNSTONE RENFREWSHIRE PA5 8LU	686836126			£1.50	£4,308.00	2872	YES COPY
USHER	BRIAN	MR	27 WESTERWICK GRAMLINGTON NORTHUMBERLAND NE23 6NB	686844757			£1.50	£861.00	574	NO
WITHERS	DONALD ALEXANDER	MR	20 ASHFORD ROAD BATH AVON BA2 2DH	686780139			£1.50	£861.00	574	NO
SCUDAMORE	KERRY STANHOPE	MS	BIGGIN HOUSE BIGGIN HALL LANE THURLASTON WARKS CV23 9LD	686769380			£1.50	£10,771.50	7181	NO
WILSON	RICHARD	MR	BEECHMOUNT THE PLANTATION GATESHEAD TYNE & WEAR NE9 5RL	686818330			£1.50	£2,584.50	1723	NO

$32,454 \times 0.20 = 6,490.80$
 $1.50 - 0.20 = 1.30$
 $1.30 \times 32,454 = 42,190.20$

Page Total: £19,816.50

Total: £19,816.50
 Total Shares: 16211