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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)

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

Company number

1003142

1. Name of company

* ROLLS-ROYCE PLC

2. This section must be completed for all allotments

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	701	21,386	9,941
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)	£2.05	£1.50	£1.0633

Date(s) on which the shares were allotted

(a) [on 17 MAY 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.

Presenter'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



Please do not
write in the
margin

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

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

ets should be used and the
icated in the box opposite:

ned.

ASSISTANT COMPANY SECRETARY
Designation: _____ Date 17-05

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
JORDAN	KEITH DONALD	MR	119 RIDGEWAY ROAD FISHPONDS BRISTOL BS16 3EF	685521377		31/12/1998	£1.0633	£1,002.69	943	Y
ELLIOTT	GRAHAM DONALD	MR	22 HOLLOWOOD AVENUE LITTLEOVER DERBY DE23 6JD	685194090	RETIREMENT	30/04/1999	£1.0633	£8,333.08	7837	Y
HUTCHINSON	ANTHONY MICHAEL	MR	7 DUCHESS STREET WHITLEY BAY TYNE & WEAR NE26 3PW	685080753	DATA SYSTEMS	29/01/1999	£1.0633	£1,234.49	1161	N
							£1.0633			
							£1.0633			
							£1.0633			

$9941 \times 0.20 = 1,988.20$
 $1.0633 - 0.20 = 0.8633$
 $0.8633 \times 9941 = 8,582.06$

9941	Page Total	£10,570.26	Page share total
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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
WRIGHT	MARTIN	MR	17 GEOFFREY AVENUE NEVILSCROSS DURHAM DH1 4PF	686776492	TRANSFER	29/01/1999	£1.50	£2,098.50	1399	N
CLULEY	HORACE GEORGE	MR	10 FOSSEWAY ROAD GREEN LANE COVENTRY CV3 6JQ	686842509		31/03/1999	£1.50	£3,358.50	2239	Y
HUTCHINSON	ANTHONY MICHAEL	MR	7 DUCHESS STREET WHITLEY BAY TYNE & WEAR NE26 3PW	686776395	TRANSFER	29/01/1999	£1.50	£1,048.50	699	N
GUNSTEAD	ARTHUR SEAN	MR	385 GREAT NORTH ROAD EATONFORD ST NEOTS CAMBS PE19 4HN	686783561	REDUNDANCY	16/04/1999	£1.50	£2,049.00	1366	N
TWIGG	TREVOR JOSEPH	MR	10 GAMLINGTON DRIVE STYVECHALE COVENTRY CV3 6PZ	686819140		31/12/1998	£1.50	£1,228.50	819	Y
SANDERS	PETER ALAN	MR	1 NURSERY AVE WEST HALLAM ILKESTON DERBYSHIRE	686825442		31/12/1998	£1.50	£4,098.00	2732	Y

$9254 \times 0.20 = 1,850.80$
 $1.50 \times 0.20 = 1.30$
 $1.30 \times 9254 = 12,030.20$

Page Total 9254
 Page share total £13,881.00

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
SPIERS	WILLIAM MARTIN	MR	19 6 MOUNT GARDENS DAVENPORT ROAD EARLSDON COVENTRY	686788032		31/12/1998	£1.50	£2,868.00	1912	Y
CV5 6QH										
BLADEN	JOAN KATHLEEN	MS	2 BURNSIPS ROAD ESSINGTON WOLVERHAMPTON WV11 2RE	686788830	REDUNDANT	26/03/1999	£1.50	£796.50	531	N
VAUGHAN	RYLAND PEARCE	MR	28 ULLSWATER ROAD BEDWORTH NR NUNEATON	686800113		31/12/1998	£1.50	£1,639.50	1093	Y
LEE	IE CHUAN	MR	4 GRANVILLE ROAD JESMOND NEWCASTLE UPON TYNE NE2 1TP	686776379	TRANSFER	29/01/1999	£1.50	£4,918.50	3279	N
MASON	ANDREW JOHN	MR	87 LOWER STREET TETTENHALL WOLVERHAMPTON WV6 9LN	686789349	REDUNDANCY	23/04/1999	£1.50	£7,975.50	5317	N
							£1.50			

12,132 x 0.20 = 2,426.40

1.50 - 0.20 x 1.30

1.30 x 12,132 = 15,771.60

Page Total £18,198.00 12132 Page Total

Grand Total £32,070.00 21336 Total Shares

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 DEBT REC'D
MORRIS	STEPHEN JEFFREY	MR	64 THE CAUSEWAY COALPIT HEATH BRISTOL BS17 2PD	688235367		26/03/1999	£2.05	£586.30	286	Y
WRIGHT	MARTIN	MR	17 GEOFFREY AVE NEVILLES CROSS DURHAM CITY DH1 4PF	688285356	TRANSFER	29/01/1999	£2.05	£412.05	201	N
HUTCHINSON	ANTHONY MICHAEL	MR	7 DUCHESS STREET WHITLEY BAY TYNE WEAR NE26 3PW	688211778	TRANSFER	29/01/1999	£2.05	£4,387.00	214	N
							£2.05			
							£2.05			
							£2.05			

140.20
 1988.20
 2426.40

 4554.80
 1850.80

 6405.60
 1296.85
 8582.06
 15771.60

 $25,650.51$
 $12,030.20$

 $37,680.71$
 $44,086.31$
 $30,208.31$

$701 \times 0.20 = 140.20$
 $2.05 \times 701 = 1.85$
 $1.85 \times 701 = 1296.85$