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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
marginTo 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

1. Name of company* Insert full 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	5,450	646	
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)	£1.50	£2.05	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 15 APRIL 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			

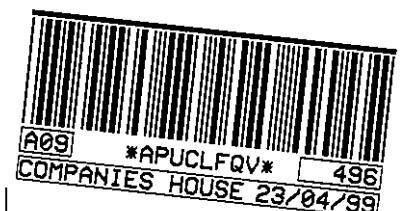
Notes

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

For official use

ASSISTANT COMPANY SECRETARY
ROLLS-ROYCE PLC
PO Box 31
DERBY
DE9 4 8RT



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE REFER TO THE ATTACHED LISTING	6,096		
Total	6096		

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

ASSISTANT COMPANY SECRETARY
Designation: _____ Date 15.04.90

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

Companies registered in England and Wales
or Wales should deliver this form to:-

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF4 3UZ

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

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
LEE	BRIAN JOHN	MR	180 POUND ROAD KINGSWOOD BRISTOL BS15 4QR	686757609		31/12/1998	£1.50	£6,132.00	4088	NO
EVANS	EDWARD RHYS	MR	12 COTTONTREE LANE COLNE LANCASHIRE BB8 7BA	686852822		31/12/1998	£1.50	£2,043.00	1362	NO
							£1.50			
							£1.50			
							£1.50			
							£1.50			
							£1.50			

$5450 \times 0.20 = 1090.00$
 $1.50 - 0.20 = 1.30$
 $1.30 \times 5450 = 7085.00$

Page Total: 15450
 Page Share Total: £8,750.00

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.
LEE	BRIAN JOHN	MR	180 POUND ROAD KINGSWOOD BRISTOL BS15 4QR	688221072		31/12/1998	£2.05	£241.90	118	NO
LASHENKO	JOH IWAN	MR	24 COURT ROAD OLDLAND COMMON BRISTOL BS15 6SP	688220327	REDUNDANT	31/10/1998	£2.05	£1,082.40	528	NO
							£2.05			
							£2.05			
							£2.05			
							£2.05			
							£2.05			

$646 \times 0.20 = 129.20$
 $2.05 - 0.20 = 1.85$
 $1.85 \times 646 = 1195.10$

Page Total	£1,924.30	Page Total	£1,924.30
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