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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

100 3142

* 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		
A Number allotted	44,500		
B Nominal value of each	£0.20	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.76	£	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 20 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

ASSISTANT COMPANY SECRETARY

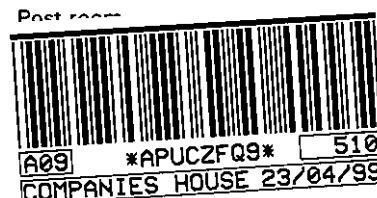
ROLLS-ROYCE plc

PO BOX 31

DERBY

DEAL 8RT

For official use



Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
MR MICHAEL MAURICE SUFRIN			
MARSH CROFT			
SHAW LANE			
LICHFIELD			
STAFFS			
WS13 TAG	44,500		
Total	44,500		

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

□

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

Signed.

ASSISTANT COMPANY SECRETARY
Designation: _____ Date 20-4-99

Companies registered in Scotland
should deliver this form to:-

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