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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)

Please do not
write in this
margin

To 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

* 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	ORDINARY	
A Number allotted	663	1,942	
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 26 MARCH 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

Page 1 DERBY DE24 8BJ

For official use

Post room



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE REFER TO THE			
ATTACHED LISTING	2,605		
Total	2,605		

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:

□ □ □ □ □

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

Signed

ated in the box opposite:

ASSISTANT COMPANY SECRETARY
Designation: _____ Date: 26.03.99

**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 RECD
SMITH	TERRY	MR	1 LYTHAM DRIVE WHITLEY TYNE & WEAR	688262623	SALE OF CO	01/04/1999	£2.05	£1,754.80	856	N
MARSHALL	CRAIG	MR	2 CAMBRIDGE ROAD STREETHAM ELY CAMBS CB6 3LW	688227119	SALE OF CO		£2.05	£580.15	283	N
STRASSHEIM	PETER	MR	4 TIVERTON GARDENS LOW FELL GATESHEAD	688266203	SALE OF CO	29/01/1999	£2.05	£752.35	367	N
STRASSHEIM	PETER	MR	37 CALDERWOOD CRST LOW FELL GATESHEAD	688266211	SALE OF CO		£2.05	£383.35	187	N
WAUGH	DAVID	MR	71 TEESDALE GARDENS HIGH HEATON NEWCASTLE NE7 7RD	688277752	SALE OF CO	29/01/1999	£2.05	£510.45	249	N
WAUGH	DAVID	MR	71 TEESDALE GARDENS HIGH HEATON NEWCASTLE NE7 7RD	68823162	SALE OF CO	29/01/1999	£2.05	£984.50	663	N

~~2608 x 0.20 = 521.00~~
~~2.05 - 0.20 = 1.85~~
~~1.85 x 2605 = 4819.25~~

$1942 \times 0.20 = 388.40$
 $2.05 - 0.20 = 1.85$
 $1.85 \times 1942 = 3592.70$

$663 \times 0.20 = 132.60$
 $1.50 - 0.20 = 1.30$
 $1.30 \times 663 = 861.90$

2608
 Page Total: 2495.90
 Page share total:

1942

388.40
 132.60
 521.00
 3592.70
 861.90
 4454.60