

G

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

* Insert full name
of company

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	ORDINARY
A Number allotted	10,535	11,948	834
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)	£1.0633	£1.50	£2.05

Date(s) on which the shares were allotted

(a) [on 11 FEBRUARY 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

§ Complete
(a) or (b) as
appropriate

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			

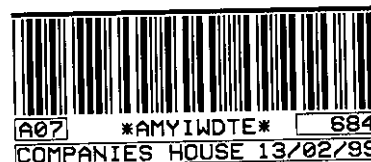
Notes

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



Y

Please do not
write in the
margin

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

□

Signed.

~~ASSISTANT COMPANY SECRETARY~~
Designation: _____ Date 11-02-99

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
STOBBS	ALVIN JOHN	MR	7 KYLOE CLOSE RED HOUSE FARM EST GOSFORTH NEWCASTLE UPON TYNE	685523368	SOLD COMPANY		£1.0633	£8,001.33	7525	N
EASTWOOD	IVAN	MR	BRIMP FOLD 7 THURSDEN AVENUE HARLE SYKE BURNLEY	685220881		31/12/1998	£1.0633	£3,200.53	3010	Y
							£1.0633			
							£1.0633			
							£1.0633			
							£1.0633			
							£1.0633			

10,535 x 0.20 = 2,107.00
 1,0633 x 0.20 = 0.8633
 8633 x 10,535 = 9,094.86

10535	Page Total	£11,201.86	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 REC'D
CLIFFORD	EDWARD ROBERT	MR	GLENHOLME 17 COVE ROAD SILVERDALE CARNFORTH Lincs	686796531	REDUNDANCY	05/07/1998	£1.50	£1,503.00	1002	N
WHITE	EDWARD	MR	103 WESTERN AVENUE WEST DENTON NEWCASTLE UPON TYNE	686783995	REDUNDANCY	24/07/1998	£1.50	£2,260.50	1507	Y
STONE	GORDON FRANCIS	MR	147 CANTERBURY AVENUE HADRIAN PARK WALLSEND TYNE & WEAR	686783812	REDUNDANCY	24/07/1998	£1.50	£1,129.50	753	Y
ROBINSON	ALAN	MR	129 CANTERBURY AVE HADRIAN PARK WALLSEND TYNE & WEAR	686784002	REDUNDANCY	24/07/1998	£1.50	£1,695.00	1130	Y
BROWN	ROBERT SMITH	MR	2 AMESBURY CLOSE NORTH WALBOTTLE NEWCASTLE UPON TYNE	686796701	REDUNDANCY	07/07/1998	£1.50	£5,653.50	3769	N
HUNTER	GEORGE ALLAN	MR	15 GARDINER TERRACE PRESTONPANS EAST LOTHIAN	686787095	SOLD OFF	03/10/1998	£1.50	£5,680.50	3787	Y

$11,948 \times 0.20 = 2,389.60$
 $1.50 - 0.20 = 1.30$
 $1.30 \times 11,948 = 15,532.40$

11948
 Page Total £17,922.00
 Page share total

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
DAVISON	ANDREW	MR	114 VSHERBURN WAY THE FAIRWAY WARDLEY GATESHEAD	688180724	TAKE OVER		£2.05	£535.05	261	N
REEVE	ROBERT	MR	86 JUBILEE DRIVE THORNBURY. BRISTOL	688249872		31/12/1998	£2.05	£1,174.65	573	Y
							£2.05			
							£2.05			
							£2.05			
							£2.05			
							£2.05			

$834 \times 0.20 = 166.80$
 $2.05 - 0.20 = 1.85$
 $1.85 \times 834 = 1,542.90$

834	Page share total
Page Total	£1,709.70