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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)

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

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	ORDINARY
A Number allotted	1,492	6,668	1,289
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

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 5 JANUARY 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.

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



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE REFER TO THE ATTACHED LIST	9,449		
Total	9,449		

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
Designation: —

COMPANY SECRETARY 5.1.90
Date

*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 1992

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE PRICE	SHARE VALUE	NUMBER OF SHARES	OPTION CERT REC'D
Lister	Paul	Mr	Wesley Cottage Deyn Court Close Darra Hall Ponteland NE20 9JY	685522160	Take Over		£1.0633	£1,586.44	1492	N

Page Total £1,586.44 Page share total

1492 x 0.20 = 298.40
1.0633 - 0.20 = 0.8633
0.8633 x 1492 = 1,288.04

① ②

298.40 1,288.04

C

6668 x 0.20 = 1,333.60
1.50 - 0.20 = 1.30
1.30 x 6668 = 8,668.40

1,333.60 8,668.40

1289 x 0.20 = 257.80
2.05 - 0.20 = 1.85
1.85 x 1289 = 2,384.65

257.80 2,384.65
1,889.80 12,341.09

9,449 Total Shares

14,230.89

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
Todd	Stephen George	Mr	37 Holmes Road Uphall West Lothian EH52 5JF	686786781			£1.50	£1,999.50	1333	N
Yates	Roger Brian	Mr	Stonecroft George Lane Chipping Campden Glos GL55 6DA	686780724		2.7.98	£1.50	£1,774.50	1183	N
Widdowson	Stephen John	Mr	Vice Regal Wardborough Worcester WR8 9HB	686780481		2.7.98	£1.50	£1,065.00	710	N
Fyvie	James Dunbar	Mr	10 Barnton Gardens Edinburgh EH4 6AF	686782328	Take Over		£1.50	£5,163.00	3442	N

6668
Page Total £10,002.00
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 REQ'D
Todd	Stephen	Mr	37 Holmes Road Uphall EH52 5JF	688271282			£1.80 2.05	£799.50	390 ✓	N
McEvoy	Roger	Mr	42 Remburn Gardens Warwick CV34 5BH	688229537		2.7.98	£1.50 2.05	£483.80	236 ✓	N
Massingham	Paul Stanley	Mr	16 Dinchall Road Spetchley Worcester WR5 2ND	688227933		2.7.98	£1.50 2.05	£196.80	96 ✓	N
Rowe	Kenneth Ernest Pugh	Mr	15 Woodward Road Persnore Worcs WR10 1LW	688253780		2.7.98	£1.50 2.05	£205.20	144 ✓	N
Widdowson	Stephen John	Mr	Vice Regal Wadborough Worcs WR8 9HB	068828443		2.7.98	£1.80 2.05	£405.90	198 ✓	N
Fyvie	James Dunbar	Mr	10 Barmton Gardens Edinburgh EH4 6AF	688192269	Take Over		£1.80 2.05	£461.25	225 ✓	N

1289
Page Total £2 642 45
Page share total