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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)

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
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2. This section must be completed for all allotments

† Distinguish  
between  
ordinary,  
preference, etc.

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	1919	9862	107
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 31 DECEMBER 1998] \$, 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)

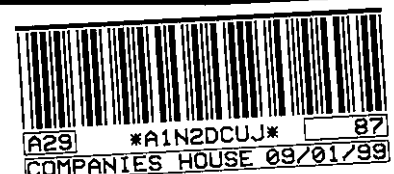
D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration for which the shares were allotted			

### 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  
Page 1 DERBY  
DE24 8BJ

#### 4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE REFER TO THE ATTACHED LIST	11,888		
Total	11,888		

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.

7. ASSISTANT COMPANY SECRETARY  
Designation: \_\_\_\_\_ Date: 31-12-98

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
FAICHNIE	KENNETH	MR	143 ELLISLAND KIRKINTILLOCH GLASGOW G66 2UA	685505363	TRANSFER TO VA TECH	01/12/1998	£ 1.0633	£2,040.47	1919	N

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
BOLDISON	WILLIAM FRANCIS	MR	13 ACACIA AVENUE MICKLEOVER DERBY DE3 5NL	686762629	NOT STATED	03/12/1998	£1.50	£4,855.50	3237	Y
GREAVES	THOMAS	MR	35 ALDER CLOSE HETTON-LE-HOLE TYNE & WEAR DH5 9LG	686770354	CHANGE OF EMPLOYER	31/12/1998	£1.50	£1,419.00	946	N
GILES	ROBERT	MR	93 SAXON WAY JARROW TYNE & WEAR	686770567	COMPANY SELL OFF	11/12/1998	£1.50	£1,065.00	710	N
FENWICK	NEIL ANDREW	MR	4 MEADOW VIEW DIPTON, STANLEY CO. DURHAM DH9 9LN	686818020	COMPANY SELL OFF	01/12/1998	£1.50	£3,550.50	2367	N
DIXON	DEBORAH JANE	MS	14 PERCY TERRACE WHITBURN SUNDERLAND TYNE & WEAR SR6 7EW	686770532	TRANSFER TO VA TECH	15/12/1998	£1.50	£1,065.00	710	N
CRAM	BARRY	MR	18 MONTROSE DRIVE WARDLEY, GATESHEAD TYNE & WEAR NE10 8BQ	686796310	COMPANY SELL OFF	01/12/1998	£1.50	£1,774.50	1183	N

9153
Page Total £18,729.50
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
CARVER	NORMAN	MR	49 COLEBROOKE VIGO ESTATE, BIRTLEY CHESTER-LE-STREET CO. DURHAM DH3 2LF	686770427	COMPANY SELL OFF	01/12/1998	£1.50	£709.50	473	N
HART	KEITH ALEXANDER	MR	27 SORREL GARDENS SOUTH SHIELDS TYNE & WEAR NE34 8TP	686843998	TRANSFER TO VA TECH	01/12/1998	£1.50	£354.00	236	N
							£1.50			
							£1.50			
							£1.50			
							£1.50			
							£1.50			

Page Total £1,063.50 709 Page Total

Grand Total 9862  
£14,793.00 Total Shares

## 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
GREAVES	THOMAS	MR	35 ALDER CLOSE HETTON-LE-HOLE TYNE & WEAR DH5 9LG	688196981	CHANGE OF EMPLOYER	31/12/1998	<del>£1.50</del> 2.05	<del>£219.00</del> 219.35	<del>146</del> 107	N ✓
							£1.50			
							£1.50			
							£1.50			
							£1.50			
							£1.50			
							£1.50			
							£1.50			
							£1.50			

Page Total    £219.00    146  
Page share total