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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

100 3142

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	1,485	6,244	394
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 8 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

ASSISTANT COMPANY SECRETARY
ROLLS-ROYCE plc

PO BOX 31

Page 1 DERBY
DE24 8BJ

For official use



A33 *AMU32C07* 445
COMPANIES HOUSE 10/12/98

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE REFER TO THE			
ATTACHED LISTINGS			
Total	8,123		

**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: 8/12/98

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

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE VALUE	SHARES	SCHEME RECEIVED	OPTION CERT
MORRIS	DAVID	MR	42 BROWNING CLOSE COTON GREEN TAMWORTH STAFFS B79 8NB	685080885	REDUNDANCY		£751.75	707	1992	YES
RICHARDSON	RICHARD	MR	116 CHILSIDE ROAD FELLING GATESHEAD TYNE AND WEAR NE10 9EA	685484277	REDUNDANCY	06/10/1998	£827.24	778	1992	YES
					TOTAL		£1,578.99	1485		
					SHARE PRICE	£1.0633				

ROLLS-ROYCE EARLY EXERCISERS

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE VALUE	SHARES	SCHEME	OPTION CERT. RECEIVED
BAKER	KEITH MALCOLM	MR	119 SORREL GARDENS HOLDER HOUSE EST SOUTH SHIELDS TYNE AND WEAR NE34 8TT	686769976	REDUNDANCY		£354.00	236	1995	YES
BEATON	MALCOLM JAMES	MR	19 COLLINGWOOD ST SOUTH SHIELDS TYNE AND WEAR NE33 4JZ	686818462	REDUNDANCY		£708.50	471	1995	NO
CAIRNS	MICHAEL	MR	73 ELSDON AVENUE SEATON DELAVAL WHITLEY BAY TYNE AND WEAR NE25 0HY	686771040	REDUNDANCY		£886.50	591	1995	YES
FAY	KEVIN	MR	32 SOUTH PARADE GATESHEAD NE10 0RX	686795810	REDUNDANCY		£2,124.00	1416	1995	YES
LLOYD	DAVID	MR	25 RIDLEY STREET STANLEY COUNTY DURHAM	686813754	REDUNDANCY		£687.00	458	1995	YES
PURVIS	ANDREW JAMES	MR	DH9 0PD 3 LULWORTH AVENUE JARROW TYNE AND WEAR NE32 3RW	686813894	REDUNDANCY		£709.50	473	1995	NO
RICHARDSON	RICHARD	MR	116 CHILSIDE ROAD FELLING GATESHEAD NE10 9EA	686818446	REDUNDANCY		£886.50	591	1995	YES

ROLLS-ROYCE EARLY EXERCISERS

STYRING	BARRY	MR	21 THE MEADS	686784266	REDUNDANCY	£706.50	471	1995	NO
			NORTON						
			SHEFFIELD						
			S8 8JD						
THOMPSON	KEITH ANTHONY	MR	24 STANLEY GROVE	686784286	REDUNDANCY	£531.00	354	1985	YES
			ASTON						
			SHEFFIED						
			S26 2DN			£7,591.50	5061		
					TOTAL				
					SHARE PRICE	£1.50			

ROLLS-ROYCE EARLY EXERCISERS

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE VALUE	SHARES	SCHEME	OPTION CERT. RECEIVED
BEATON	MALCOLM JAMES	MR	19 COLLINGWOOD ST SOUTH SHIELDS TYNE AND WEAR NE33 4JZ	688158516	REDUNDANCY		£139.40	68	1997	NO
NOBLE	PAUL	MR	48 DAWLISH CLOSE DALTON GRANGE SEAHAM CO DURHAM SR7 8DE	688238617	REDUNDANCY		£668.38	326	1997	YES
					TOTAL		£807.78	394		
					SHARE PRICE	£2.05				

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