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COMPANIES FORM No. 88(2) (Rev 1988)

Return of allotments of shares

88(2)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

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	2,629	10,982	321
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.

Presenter'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



Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE REFER TO THE			
ATTACHED LISTING	13,932		
Total	13,932		

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

□ □ □ □ □

Signed

ASSISTANT COMPANY SECRETARY
Designation: _____ Date: 8/12/98

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

Mandy Dave
01604 793158 3 Pages

Ann.

ROLLS-ROYCE EARLY EXERCISERS

Option Price please

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE VALUE	SHARES	SCHEME	OPTION CERT RECEIVED
BURBRIDGE	JOHN BRIAN	MR	40 CRAGGY KNOWE HAWTHORNE PARK WASHINGTON TYNE AND WEAR NE37 1JZ	685191679	TRANSFER TO VA TECH	13/11/1998	£2,040.47 (1.0633)	1919	1992	YES
DONALD	DIANE	MRS	34 PICKTREE LODGE CHESTER LE STREET CO DURHAM DH3 4DJ	685484153	TRANSFER TO VA TECH	13/11/1998	£754.94 (1.0633)	710	1992	YES
BLACK	MALCOLM	MR	117 BOROUGH ROAD JARROW TYNE AND WEAR NE32 5XW	686796175	TRANSFER TO VA TECH	13/11/1998	£912.00 (1.50)	608	1995	YES
BURBRIDGE	JOHN BRIAN	MR	40 CRAGGYKNOWE HAWTHORNE PARK WASHINGTON TYNE & WEAR NE37 1JZ	686843939	TRANSFER TO VA TECH	13/11/1998	£3,541.50 (1.50)	2961	1995	YES
BURGESS	MICHAEL CHARLES	MR	44 BIRKENE STOCKSFIELD NORTHUMBERLAND NE43 7EN	686808595	REDUNDANCY	12/06/1998	£3,651.00 (1.50)	2434	1995	NO

ROLLS-ROYCE EARLY EXERCISERS

HINDMARCH	RICHARD THOMAS	MR	64 FALSTONE AVENUE S W DENTON NEWCASTLE UPON TYNE NE15 7SQ	688796744	REDUNDANCY	31/05/1988	£1,449.00 (1.50)	968	1985	NO
MERGHEN	PETER ROBERT	MR	4 HERD CLOSE HANOVER ESTATE WANLTON TYNE & WEAR	688770311	TRANSFER TO VA TECH	13/11/1988	£912.00 (1.50)	808	1985	YES
VAN ORSCOU	PETER JOHN	MR	15 SPRINGWELL AVENUE NORTHEND DURHAM DH1 4LY	688783847	REDUNDANCY	12/08/1988	£3,651.00 (1.50)	2434	1985	NO
ROBSON	TRACEY	MS	32 PARKLANDS COURT WARDLEY GATESHEAD NE10 8YJ	688798140	TRANSFER TO VA TECH	13/11/1988	£531.00 (1.50)	354	1985	YES
VANE	ROSEMARY	MS	51 BROCK FARM COURT NORTH SHIELDS TYNE & WEAR NE30 2BH	688809817	REDUNDANCY	28/08/1988	£1,825.50 (1.50)	1217	1985	NO
BLACK	MALCOLM	MR	117 BOROUGH ROAD JARROW TYNE & WEAR NE32 5XW	688161584	TRANSFER TO VA TECH	13/11/1988	£198.80 (2.05)	96	1987	YES
					ISSUE C TOTAL		£16,473.00	10982		

Corporate Members
Nationwide Building Society
King Park Road
Moulton Park
Northampton NN3 6NY

ROLLS-ROYCE EARLY EXERCISERS

NAME	PETER ROBERT	MR	4 HERD CLOSE	688231779	TRANSFER TO	13/11/1998	£241.80	118	1997	YES
			HANOVER ESTATE		VA TECH		(2.05)			
			WYRLATON							
			TYNE AND WEAR							
			NE21 8EG							
TILLEY	KATHLEEN ANNE	MS	41 RONSIDE STREET	688270980	TRANSFER TO	13/11/1998	£219.35	107	1997	NO
			HOUGHTON LE SPRING		VA TECH		(2.05)			
			TYNE AND WEAR							
			DH5 8AY		ISSUE D TOTAL		£658.05	321	✓	
					GRAND TOTAL		£19,928.48	13832		



Nationwide Building Society, Nationwide Life Limited and Nationwide Unit Trust Managers Limited represent only the Nationwide Marketing Group, which is regulated by the Personal Investment Authority for life assurance, pensions and unit trust products. Nationwide Unit Trust Managers Limited is also authorised by the PIA.

TOTAL P.03

TOTAL P.03



Corporate Markets
Nationwide Building Society
Kings Park Road
Moulton Park
Northampton NN3 6NW