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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

1. Name of company

* ROLLS-ROYCE plc

* Insert full name
of company

2. This section must be completed for all allotments

Description of shares †	ORDINARY	ORDINARY	
A Number allotted	1,061	916	
B Nominal value of each	£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	£

† Distinguish
between
ordinary,
preference, etc.

Date(s) on which the shares were allotted

(a) [on 17 NOVEMBER 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

§ 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

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 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)).
- 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

Post room



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	1,977		
Total	1,977		

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 A Ma Designation: DIRECTOR Date 17.11.98

†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

Att: Penny

01604 793158

ROLLS-ROYCE EARLY EXERCISERS

SURNAME	FORNAME	TITLE	ADDRESS	ACCOUNT NUMBER	REASON FOR LEAVING	DATE FOR LEAVING	SHARE VALUE	SHARES	SCHEME	SHARE PRICE
VALENTINE	FINLAY	MR	37 MORTONHALL PARK VIE EDINBURGH EH17 8SW	686784541	TAKE OVER		£687.00	458	1995	£1.50
NOBLE	PAUL	MR	29 WELLS CRESCENT WESTLEA 48 DAWLISH CLOSE SEAHAM DALTON GRANGE CO DURHAM SEAHAM SR7 8HL CO DURHAM SR7 8DE	685483122	TAKE OVER	06/10/1998	£1,128.16	1061	1992	£1.06
PORTEOUS	MICHAEL	MR	132 VICTORIA ROAD BENSHAM GATESHEAD TYNE & WEAR NE8 2SY	686813738	TAKE OVER		£687.00	458	1995	£1.50
							2,502.16	1,977		

1061 x 0.20 = 212.20
1.0633 - 0.20 = 0.8633
.8633 x 1061 = 915.96

916 x 0.20 = 183.20
1.50 - 0.20 = 1.30
1.30 x 916 = 1,190.80

212.20	915.96
183.20	1,190.80
<u>395.40</u>	<u>2,106.76</u>

£2,502.16