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

Return of allotments of shares

88(2)

(REVISED 1988)

Please do not
write in this
margin

To the Registrar of Companies (address overleaf)
(see note 1)

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

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	3,735	10,982	118
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 <u>26 OCTOBER 1998</u>]§, 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

DERBY

DEAN POST

For official use



[illegible]

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

□

Signed P. K. Pillai Designation: DIRECTOR Date 26.10.98

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	SHARE PRICE
ATHERTON	JAMES	MR	8 DIBBINS HEY SPITAL BEBINGTON WIRRAL L63 9JX	686 784 282	COMPANY LEAVING ROLLS ROYCE GROUP	28/09/98	£1,647.00	1098	1995	£1.50
WILLIAMS	NORMAN PHILIP	MR	96 TOWNFIELD LANE OXTON WIRRAL L43 2NS	686 784 312	AS ABOVE	28/09/98	£1,372.50	915	1995	£1.50
DODSON	DAVID KENNETH	MR	87 CAMBERLEY CRESCENT ETTINGSHALL PARK EST WOLVERHAMPTON WV4 6QP	686 844 323			£8,835.00	5890	1995	£1.50
GARDNER	NEIL	MR	38 ST MARGARETS ROAD EVESHAM WORCS WR11 6GD	686 780 457 688 192 846		02/07/98 02/07/98	£2,902.50 £241.90	1935 118	1995 1997	£1.50 £2.05
BARNETT	KEITH LEONARD	MR	49 KNOTTINGLEY DRIVE GREAT SUTTON SOUTH WIRRAL L66 4XF	686 824 446	COMPANY LEAVING ROLLS ROYCE GROUP	28/09/98	£1,716.00	1144	1995	£1.50
FARNWORTH	PETER ROY	MR	14 STONEHILL CASTLE DONINGTON DERBY DE74 2LY	685 498 596		31/05/98	£3,971.42	3735	1992	£1.06
							£20,686.32	114,835		