



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

Return of allotments of shares

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

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

* 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	2903	17892	515
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 14 SEPTEMBER 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

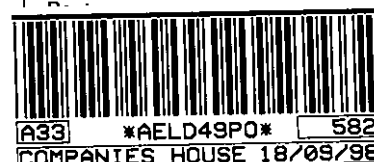
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information 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



4. Names and addresses of the allottees

Please do not
write in the
margin

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

[illegible]

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 A. M. S. Designation: DIRECTOR Date 14.09.98

**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



Corporate Markets

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

Fax (01604) 794355

Mr W F Boldison
Assistant Company Secretary
Rolls-Royce plc
PO Box 31
Derby
DE24 8BT

07 September 1998

(01604)793184

Dear Mr Boldison

Rolls-Royce Plc Savings Related Share Option Scheme

Please find enclosed the Society's cheque for £7411.50, which represents the closing balance of the following investors sharesave accounts who now wish to purchase shares.

Miss C M Headley
4 Peebles Close
Chirton Park
North Shields
Tyne & Wear
NE29 8DN

Account Number 0102-686782166 Number of Shares 331
Total £496.50 1995 offer
Redundant 10/04/98

C
331 @ 1.50

Mr R Hammell
150 Ridley Avenue
High Howdon
Wallsend
Tyne & Wear
NE28 0HB

Account Number 0102-686783839 Number of Shares 886
Total 1329.00 1995 Offer

886 @ 1.50

Mr E Piskozub
5 Park House Walk
Low Moor
Bradford
W Yorkshire
BD12 0PL

Account Number 0102-686780252 Number of shares 2394
Total 3591.00 1995 Offer

2394 @ 1.50



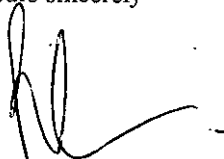
C

Miss L Wafer
22 Leicester Close
Hadrian Lodge
Wallsend
Tyne & Wear
NE28 9YY
Account Number 0102-686783758 Number of shares 1330
Total 1995.00 1995 offer

1330 @ 1.50

I hope this information is helpful, but should you require further information please contact me.

Yours sincerely



Penny Watson
Advisor
Corporate Markets Team 5

4941

£7,411.50

ROLLS ROYCE PLC EARLY EXERCISERS

ISSUE	TERM	ACCOUNT NUMBER	SURNAME	FORENAME	SHARES	VALUE OF SHARES	ADDRESS
B	7	685191520	CHOWDHURY	MOHAMMED AMINULLAH	1,895	£2,014.95	21 EASEDALE AVENUE MELTON PARK NEWCASTLE UPON TYNE NE3 5TA
B	7	685504200	PORTER	BRIAN	1,008	£1,071.80	14 MINGARRY BIRTLEY CHESTER LE STREET CO DURHAM DH3 2JB
			SUB TOTAL		2,903	£3,086.75	1.0633
C	5	686845354	CRAIGS	DOROTHY	442	£663.00	5 RINGWOOD GREEN LONGBENTON NEWCASTLE UPON TYNE NE12 8DR
C	5	686788199	DUNN	ANDREW MICHAEL	386	£579.00	1 ROSEMOUNT DRIVE UPHALL WEST LOTHIAN SCOTLAND EH52 6DE
C	5	686796329	HEWITT	GEORGE HENRY	1,039	£1,558.50	11 HILLSVIEW AVENUE NORTH KENTON NEWCASTLE UPON TYNE NE3 3TB

ROLLS ROYCE PLC EARLY EXERCISERS

C	5	686780813	PROCTOR	ROGER HENRY	5,005	£7,507.50	BLUE BARN BESFORD BRIDGE PERSHORE WORCESTERSHIRE WR10 2AD
C	5	686843432	SANSOM	CLIFFORD JOHN	2,573	£3,859.50	17 HOPEFIELD CHASE ROTHWELL LEEDS LS26 0XX
C	5	686777545	WADE	BRIAN FREDERICK	1,773	£2,659.50	2 MIDFIELD VIEW ELMTREE FARM STOCKTON ON TEES CLEVELAND TS19 0TG
			SUB TOTAL		11,218	£16,827.00	1.50
C	7	686778037	PEAKE	WILLIAM ROBERT JOHN	1,733	£2,599.50	1 CRASTER CLOSE COWPEN FARM ESTATE BLYTH NORTHUMBERLAND
			SUB TOTAL		1,733	£2,599.50	1.50
			GRAND TOTAL		15,854	£22,513.25	



Corporate Markets
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Kings Park Road
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Northampton NN3 6NW

Fax (01604) 794355

Mr W F Boldison
Assistant Company Secretary
Rolls-Royce plc
PO Box 31
Derby
DE24 8BT

09 September 1998

(01604)793184

Dear Mr Boldison

Rolls-Royce Plc Savings Related Share Option Scheme

Following recent correspondence from Mr H Bettany, please find enclosed the Society's cheque for £1055.75, which represents the closing balance of the following investors sharesave account.

Mr Nigel John Woodward
11 Bockenem Close
Oakdene
Thornbury
Bristol
BS35 2XH

GT

Account Number 0102-688284600 Number of Shares 515
1998 offer

Mr Woodward now wishes to exercise his option to purchase shares.

I hope this information is helpful, but should you require further information please contact me.

Yours sincerely

515

Penny Watson
Advisor
Corporate Markets

515 x 2.05

