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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

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	18,090	35,414	116
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 11 JUNE 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
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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

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DERBY DE24 8BT

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

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE SEE ATTACHED LIST	53,620		
Total			

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 X P. Ruffes Designation: DIRECTOR Date 11-06-98

**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

ROLLS ROYCE PLC EARLY EXERCISERS

ISSUE	TERM	ACCOUNT NUMBER	SURNAME	FORENAME	SHARES	VALUE OF SHARES	ADDRESS
B	7	685484307	ALDRIDGE	BRIAN MALCOLM	762	£810.23	34 DALES AVENUE SUTTON-IN-ASHFIELD NOTTS NG17 4BY
B	7	685081717	BARNSELY	COLIN	3,674	£3,908.56	14 NORTH ST HAVERFORD WEST DYFED
B	7	685483092	DOLEMAN	TIMOTHY MICHAEL	970	£1,031.40	4 OSTERLEY GREEN MACKWORTH ESTATE DERBY DE22 4FZ
B	7	685080834	HOLLOWAY	JEFFREY LESLIE	4,228	£4,495.50	10 SIDWICK CRESCENT ETTINGSHALL WOLVERHAMPTON WEST MIDS WV2 2NZ
B	7	684903790	HUNTER	DAVID ROBERT	2,218	£2,358.39	3 PIPE STREET EDINBURGH EH15 1BS
B	7	685478935	LYON	MICHAEL PETER	2,804 3674	£3,906.00	34 GOODWOOD CLOSE STRETTON BURTON-ON-TRENT STAFFS DE13 0FP

ROLLS ROYCE PLC EARLY EXERCISERS

B	7	684904078	ROBSON	JAMES FREDERICK	1,871	£1,989.00	43 STANHOPE OXCLOSE WASHINGTON NE38 0LJ
B	7	684903681	WEBSTER	MARTIN	693	£736.88	11 ELSDON DRIVE FOREST HALL NEWCASTLE UPON TYNE
			SUB TOTAL		17,020	£19,233.94	
C	5	686772799	ALLEN	BRIAN	800	£1,200.00	74 GREENSIDE AVE NEWBOLD CHESTERFIELD DERBYSHIRE S41 8SD
C	5	686788903	AUSTIN	TREVOR THOMAS	347	£520.50	69 BUMBLEHOLE MEADOWS WOMBOURNE STAFFS WV5 8BG
C	5	686772983	BLOOD	ANDREW EDWARD	2,501	£3,751.50	89 BANK ST CASTLE GRESLEY SWADLINCOTE DERBY DE11 9LB
C	5	686845664	BOLTON	HAROLD ROY	347	£520.50	27 NORBROOM DRIVE NEWPORT SHROPSHIRE TF10 7RG

ROLLS ROYCE PLC EARLY EXERCISERS

C	5	686788741	BRISCOE	BRIAN ELLIS	677	£1,015.50	8 WOOD LANE WEDGES MILLS NR CANNOCK STAFFS WS11 1TA
C	5	686773035	BRITLAND	JAMES THOMAS	482	£723.00	12 WOOD CROFT LITTLEOVER DERBY DE23 7DR
C	5	686773124	BROWN	KEVIN NEIL	1,000	£1,500.00	18 OLTON ROAD MICKLEOVER DERBY
C	5	686773140	GILMARTIN	MICHAEL ANTHONY	498	£747.00	123 ALVASTON STREET ALVASTON DERBY
C	5	686772950	JENNINGS	CHRISTINE	498	£747.00	1 RODNEY CLOSE HILTON DERBYSHIRE DE65 5GX
C	5	686773175	LYNAM	JOHN STEPHEN	500	£750.00	35 STANAGE GREEN MICKLEOVER DERBY DE3 5DX
C	5	686758125	MASON	PHILIP JOHN	500	£750.00	26 CHESTNUT GROVE SANDIACRE NOTTS NG10 5EZ
C	5	686772772	OSHEA	PHILIP ANTHONY	400	£600.00	38 ARNOLD STREET DERBY DE22 3EU

ROLLS ROYCE PLC EARLY EXERCISERS

C	5	688769585	PURVIS	IAN	388		£579.00	39 KIRKWOOD AVE HASTINGS HILL SUNDERLAND
C	5	686772713	SCARFE	KENNETH WILLIAM	1,996		£2,994.00	3 BEECH CROFT BREADSALL VILLAGE DERBYSHIRE DE21 5LQ
C	5	686772969	SHARDLOW	MARTIN	2,001		£3,001.50	19 PORTREATH DRIVE ALLESTREE DERBY DE22 2BJ
C	5	688796841	SMITH	ROBERT BROWN	1,863		£2,794.50	50 FOX COVERT AVENUE EDINBURGH EH12 6UH
C	5	686772888	STEVENSON	LINDA MAUREEN	400		£600.00	36 SHALDON DRIVE LITTLEOVER DERBY DE23 6HY
C	5	686772926	STALEY	ERIC LEONARD	2,361		£3,541.50	11 WEST LAWN DERBYSHIRE DE65 6BB
C	5	686796868	VOSE	ANGELA	541		£811.50	7 FERN DRIVE DUDLEY CRAMLINGTON NE23 7AF
C	5	686773000	WATSON	STEPHEN	3,322		£4,983.00	8 WHITBURN PLACE SOUTHFIELD LEA NORTHUMBERLAND NE23 8PJ
C	5	686780287	WINDEATT	ANTHONY JOHN	483		£724.50	GARDEN FLAT 46 WELLS ROAD BATH

ROLLS ROYCE PLC EARLY EXERCISERS

C	5	686851389	WOOD	MALCOLM	996	£1,494.00	EAST BURNCROFT BURNCROFT HEXHAM NORTHUMBERLAND NE46 2EW
			SUB TOTAL		22,899	£34,348.50	
C	7	686771423	ALDRIDGE	BRIAN	498	£747.00	34 DALES AVE SUTTON-IN-ASHFIELD NOTTS NG17 4BY
C	7	686771091	BARNSELY	COLIN	2,001	£3,001.50	14 NORTH STREET HAVERFORD WEST DYFED SA61 2JG
C	7	686786862	CARGILL	MARTIN ANDERSON	249	£373.50	WEST HOUSTON COTTAGE DECHMONT BROXBURN WEST LOTHIAN EH52 6JX
C	7	686771369	DOLEMAN	TIMOTHY MICHAEL	1,000	£1,500.00	4 OSTERLEY GREEN MACKWORTH ESTATE DERBY DE22 4FZ
C	7	686771504	FARROW	DAVID	5,003	£7,504.50	48 ASHDALE CLOSE BURTON-ON-TRENT STAFFS DE15 9HN

ROLLS ROYCE PLC EARLY EXERCISERS

11:06-1998 14:15

P.07

C	7	688845052	JONES	MARTIN STUART	798	£1,194.00	104 CHAIN LANE LITTLEOVER DERBY DE23 7EB
C	7	686781798	ROBSON	JAMES FREDERICK	987	£1,450.50	43 STANHOPE OXCLOSE WASHINGTON NE38 0LJ
C	7	686771520	SWAINSON	JOHN EDWIN	2,001	£3,001.50	27 DARLEY PARK ROAD DARLEY ABBEY DERBY DE22 1DA
			SUB TOTAL		12,515	£18,772.50	
D	5	688182107	DICKINSON	MARK DEWI	64	£131.20	6 HORSLEY GARDENS HOLYWELL WHITLEY BAY TYNE & WEAR NE25 0TU
D	5	688274575	VOSE	ANGELA	52	£106.60	7 FERN DRIVE DUDLEY CRAMLINGTON NORTHUMBERLAND NE23 7AF
			SUB TOTAL		116	£237.80	
			GRAND TOTAL	+	52,660 1,070	£72,592.74	

53620 £72,593.87 v/d by
£1.15