



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)

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

† Distinguish
between
ordinary,
preference, etc.

2. This section must be completed for all allotments

Description of shares †	ORDINARY	ORDINARY	
A Number allotted	11,226	3,566	
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	£

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 27 April 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

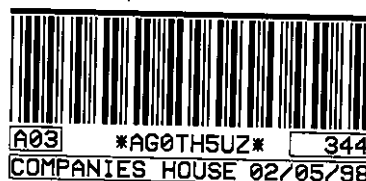
1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information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

ROLLS-ROYCE PLC
PO BOX 31
DERBY
DE24 8BJ

For official use

Post room



Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
PLEASE SEE ATTACHED LIST	14,792		
Total	14,792		

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

Signed AM Designation: DIRECTOR Date 27.04.98

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	5	685033046	HAYES	DAVID	1,856	£1,973.48	CHURCH VIEW 31 CHURCH VIEW SPONDON DERBY DE2 7LJ
B	5	685201410	SEMPER (DECD) See letter	DENIS WALTER	5,727	£6,089.51	6 STOKEFIELD CLOSE THORNBURY BRISTOL
B	5	685036975	SHARPLES	KEITH SEDDON	3,643	£3,873.60	4 BARNWOOD CRESCENT EARBY BARNOLDSWICK
			SUB TOTAL		11,226	£11,936.59	
C	5	686766454	FRASER	JOSEPH HYNDMAN	896	£1,344.00	30 CRUMMOCK STREET BEITH AYRESHIRE KA15 2BD
C	5	686829030	GERAGHTY	JOHN EDWARD	896	£1,344.00	29 MOTTTRAM CLOSE GRAPPENHALL WARRINGTON WA4 2XU

ROLLS ROYCE PLC EARLY EXERCISERS

C	7	686830845	HAYES	DAVID	1,344	£2,016.00	CHURCH VIEW 31 CHURCH HILL SPONDON DERBY DE2 7LJ
C	5	686827437	SMITH-HAYES	PETER	430	£645.00	157 HEADLEY LANE HEADLEY PARK BRISTOL BS13 7PP
			SUB TOTAL		3,566	£5,349.00	
			GRAND TOTAL		14,792	£17,285.59	