

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

Return of allotments of shares

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

(REVISED 1988)

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

1003142

Company number

Please do not write in this margin

To the Registrar of Companies (address overleaf)

Name of company

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

* Insert full name of company

†Distinguish between ordinary. preference, etc.

§ Complete (a) or (b) as appropriate

(see note 1)			

ROLLS-ROYCE	plc

2. This section must be completed for all allotments

Description of shares † ORDINARY ORDINARY A Number allotted 99,177 49,201 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 £1.4501

Date(s) on which the shares were allotted (a) [on <u>11 MARCH</u> 1<u>9 98</u> _19__ __to__ 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
- 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)).

For official use

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

DE24 8BJ



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted			
	Ordinary	Preference	Other	
PLEASE REFER TO ATTACHED LIST	148,378			
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Total	148,378			

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:

Designation :--

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Date 11.03.98

Companies registered in England and Wales or Wales should deliver this form to:-

The Registrar of Companies Companies House Crown Way Maindy Cardiff Companies registered in Scotland should deliver this form to:-

The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB #insert Director, Secretary, Administrator, Administrative Receiver, or Receiver (Scotland) as appropriate

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Signed-

DIRECTOR