

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) (see note 1)

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

1. Name of company			
*	ROLLS-ROYCE plc		**

2. This section must be completed for all allotments

Description of shares †	ORDINARY		
A Number allotted	9,953		
B Nominal value of each	£ 0.20	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.0633	£	£

Date(s) on which the shares were allotted (a) [on 2 MARCH 19 98]§, or _19____to____ _1 9_____]§ 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

DERBY

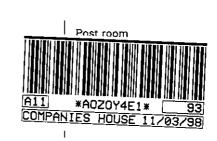
- 1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information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

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



4. Names and addresses of the allottees

Names and Addresses Number of shares allotted Ordinary Preference Other ANDREW JOHN COLLEDGE 36 MEADOW ROAD RIPLEY DERBY DE5 3EP 3,613 BARBARA EILEEN COOPER **84 CHILLINGTON DRIVE** CODSALL WOLVERHAMPTON WV8 1AY 954 MALCOLM WOOD EAST BURNCROFT BURNCROFT HEXHAM NORTHUMBERLAND NE46 2EN 5.386 9,953 Total

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 +-

Date 02.03.98

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

The Registrar of Companies Companies House Crown Way Maindy Cardiff CF4 3UZ

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