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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)

To the Registrar of Companies (address overleaf)
(see note 1)

Company number

1003142

Please do not
write in this
marginPlease complete
legibly, preferably
in black type, or
bold block
lettering* 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 | | |
|---|----------|---|---|
| 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 | £ | £ |

§ Complete
(a) or (b) as
appropriate

| |
|--|
| Date(s) on which the shares were allotted (a) [on <u>2 MARCH</u> 19 <u>98</u>]§, 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 | | | |
| | | | |
| | | | |

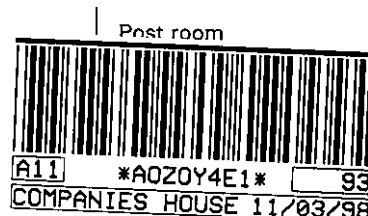
Notes

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
 DERBY

For official use



Please do not
write in the
margin

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

[illegible]

*Insert Director,
Secretary,
Administrator,
Administrative
Receiver, or
Receiver
(Scotland) as
appropriate

Companies registered in Scotland
should deliver this form to:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB