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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)

Please do not
write in this
margin

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	
A Number allotted	5,458	3,563	
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 12 JANUARY 19 98]§, 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
DE24 8BJ

For official use

Post room



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
MR R BAILES (ROBERT)			
77 NORTH DENE			
BIRTLEY			
CO DURHAM DH3 1QA	703		
MR MICHAEL JOHN FISCHER			
PINECROFT			
FIELDHOUSE LANE			
HEPSCOTT MORPETH			
NORTHUMBERLAND			
NE61 6LT	693		
MR GRAHAM ERNEST GOODE			
18 DUNBLANE DRIVE			
BLYTH			
NORTHUMBERLAND			
NE24 3SW	2,016		
MR JOHN DAVID WALKER			
175 MORLEY ROAD			
OAKWOOD			
DERBY			
DE2 4QY	2,046		
carried forward Total	5,458		

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:

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

Signed *P. R. H. H. H.* Designation: DIRECTOR Date 12.01.98

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

4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
brought forward	5,458		
MR JOHN JOSEPH ADAMS			
5 WINDMILL CLOSE			
UTTOXETER			
STAFFS			
ST14 7NW	2,142		
MR MARTIN DAVID ROCKS			
15 VICTORIA MEWS			
JESMOND			
NEWCASTLE UPON TYNE			
NE2 1ER	1,421		
Total	9,021		

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:

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

Signed F. Kuffel Designation: DIRECTOR Date 12.01.98

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