

**G**

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)

To the Registrar of Companies (address overleaf)  
(see note 1)**This form replaces forms  
PUC2, PUC3 and 88(2)**Please do not  
write in this  
marginPlease 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	
<b>A</b> Number allotted	2,584	431	
<b>B</b> Nominal value of each	£0.20	£0.20	£
<b>C</b> Total amount (if any) paid or due and payable on each share (including premium if any)	£1.0633	£1.50	£

Date(s) on which the shares were allotted

(a) [on 28 NOVEMBER 19 97]\$, or

(b) [from 19 to 19]\$, or

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

§ Complete  
(a) or (b) as  
appropriate**3. If the allotment is wholly or partly other than for cash the following information must be given  
(see notes 2 & 3)**

<b>D</b> Extent to which each share is to be treated as paid up. Please use percentage.			
<b>E</b> Consideration for which the shares were allotted			

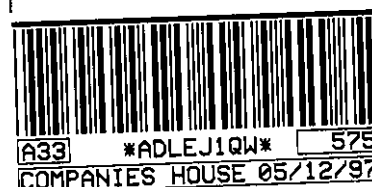
**Notes**

- This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
- 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)).
- 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 GRAHAM ROBERT BARRATT			
43 FLAMBOROUGH CLOSE			
CASTLE BROMWICH			
BIRMINGHAM                  B34 6LY	1,292		
MR JAMES HARDY			
15 ASHWOOD CLOSE			
HARTFORD GLADE			
CRAMLINGTON			
NORTHUMBERLAND        NE23 9GT	1,292		
MR KEITH WAUGH			
135 ELMWAY			
CHESTER-LE-STREET			
CO DURHAM              DH2 2LG	431		
Total	3,015		

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:

Signed K. K. Kulkarni Designation: DIRECTOR Date 28.11.97

**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