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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

1. Name of company

* ROLLS-ROYCE plc

* Insert full name
of company

2. This section must be completed for all allotments

Description of share†	ORDINARY	ORDINARY	ORDINARY
A Number allotted	2,585	7,767	834
B Nominal value of each	£ 0.20	£ 0.20	£ 0.20
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.4501	£ 1.0633	£ 1.50

† Distinguish
between
ordinary,
preference, etc.

Date(s) on which the shares were allotted

(a) [on 20 OCTOBER 19 97]\$, 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



4. Names and addresses of the allottees

Please do not write in the margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
MR GRAHAM ROBERT BARRATT			
43 FLAMBOROUGH CLOSE			
CASTLE BROMWICH			
BIRMINGHAM B34 6LY	2,023		
MR STEPHEN STONE			
3A WEST WYND			
KILLINGWORTH			
NEWCASTLE UPON TYNE NE12 0FP	562		
MR STEPHEN LISHMAN			
12 HOWE STREET			
GATESHEAD			
TYNE & WEAR NE8 3PP	950		
MR PETER BARRIE RIXOM			
55 MOUNT PLEASANT DRIVE			
BELPER			
DERBYSHIRE DE56 2TQ	4,872		
MR DAVID WILLIAM TAYLOR			
FIRBANK HOUSE, RYORS LANE,			
WOOD NORTON			
DEREHAM			
NORFOLK NR20 5BB	965		
CARRIED FORWARD Total	9,372		

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  Designation† DIRECTOR Date 20.10.97

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

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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

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