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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)

This form replaces forms
PUC2, PUC3 and 88(2)

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

Company number

1003142

* Insert full name
of company

1. Name of company

* ROLLS-ROYCE plc

† Distinguish
between
ordinary,
preference, etc.

2. This section must be completed for all allotments

Description of shares †	ORDINARY		
A Number allotted	8,938		
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 30 SEPTEMBER 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			

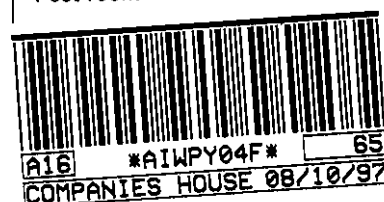
Notes

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

Post room



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
MR CARL RICHARD HAWKE			
19 MERCHANT AVENUE			
SPONDON			
DERBY			
DE21 7NB	1,242		
MR BRIAN HYSLOP			
9 LARCHWOOD AVENUE			
WALKERVILLE			
NEWCASTLE			
NE6 4NX	1,483		
MR JOHN FREDERICK SMITH			
8 DARVALL CLOSE			
BEAUMONT PARK			
WHITLEY BAY			
TYNE & WEAR			
NE25 9UJ	6,213		
Total	8,938		

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 *P. R. Ruffes* Designation: DIRECTOR Date 30.09.97

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

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