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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
margin

Please 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 shares†	ORDINARY	ORDINARY	
A Number allotted	570	245	
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	£

† Distinguish
between
ordinary,
preference, etc.

Date(s) on which the shares were allotted

(a) [on 14 AUGUST 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

§ 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)

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

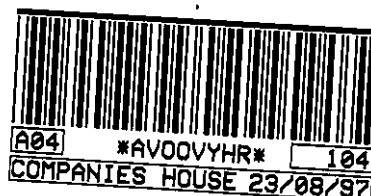
Notes

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



Please do not
write in the
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**Please complete
legibly, preferably
in black type, or
bold block
lettering**

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Signed A. Mr. Designation# DIRECTOR Date 14.08.97

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