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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

* Insert full name
of company

† Distinguish
between
ordinary,
preference, etc.

§ Complete
(a) or (b) as
appropriate

1. Name of company

* ROLLS-ROYCE plc

2. This section must be completed for all allotments

Description of shares†	ORDINARY	ORDINARY	ORDINARY
A Number allotted	45,825	56,893	80,685
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)	£ 1.7208	£ 1.3921	£ 1.2470

Date(s) on which the shares were allotted

(a) [on 16 MAY 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.

Presenter's name, address,
telephone number and reference
(if any): MR W F BOLDISON

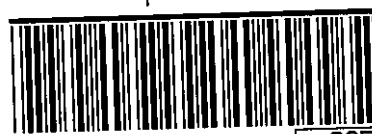
ASSISTANT COMPANY SECRETARY

ROLLS-ROYCE plc

P O BOX 31

DERBY DE24 8BJ

For official use



A34 *AQ7BFW5Y* 365
COMPANIES HOUSE 31/05/97

4. Names and addresses of the allottees

Please do not
write in the
margin

**Please complete
legibly, preferably
in black type, or
bold block
lettering**

[illegible]

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 [Signature] Designation: DIRECTOR Date 19.05.97

‡ 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**