

COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

Please do not write in this margin

To the Registrar of Companies (address overleaf) (see note 1)

1. Name of company

88(2)

(**REVISED 1988**)

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

* Insert full name of company

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

* ROLLS-ROYCE plc

2. This section must be completed for all allotments

† Distinguish between ordinary, preference, etc.

| Description of shares† | ORDINARY | ORDINARY | ORDINARY |
|--|----------|----------|----------|
| A Number allotted | 7,399 | 8,571 | 1,618 |
| 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 |

| Dat | e(s) on which the shares were | allotted | | |
|-------------|--|----------------|---------------------|----------------------------------|
| (a) | [on 21 APRIL | _ 19 <u>97</u> |]§, or | |
| (b) | [from | 19 | to | 19]§ |
| The give | e names and addresses of the en overleaf | allottees an | nd the number of sl | hares allotted to each should be |

§ 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

- 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)).

For official use

3. Details of bonus issues should be included only in section 2.

Presentor'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

Post management in the post management in the

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

| Names and Addresses | Number of shares allotted | | |
|-------------------------------|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| MR J F COPLIN | | | |
| 'CRAMOND' | " | | |
| EATON BANK | | | |
| DUFFIELD | | | |
| DERBY DE56 48H | 3,345 | | |
| | • | | |
| MR A DAVIS | | | |
| 530 STATION ROAD | | | |
| SUNHOLME ESTATE | | | |
| WALLSEND . | | | |
| TYNE & WEAR NE28 8NR | 586 | | , |
| | | | |
| MR G DAVISON | | | |
| 84 WILTON GARDENS | | | |
| BOLDON COLLIERY | | | |
| TYNE & WEAR NE35 9HQ | 1,322 | | |
| | | | |
| MR P R C ELLIS | | | |
| 25 BURLEY HILL | | | |
| ALLESTREE | | | |
| DERBY DE22 2ET | 2,825 | | |
| <u> </u> | | | |
| MR L McCULLOCH | - | | |
| 16 RIDGEWAY | | | |
| FENHAM | | | |
| NEWCASTLE UPON TYNE NE4 9UL | 775 | | |
| PAGE 1. carried forward Total | 8,853 | to Page 2 | 2. |

| NEWCACTEE OF ON | 11NC 11C+ 90C | 110 | | | |
|---|--|--------|------------------------------------|----------|--|
| PAGE 1. | carried forward Total | 8,853 | to Page | 2. | |
| | •• | | | 21.04.97 | ‡ Insert Director, Secretary, Administrator, Administrative Receiver, or Receiver (Scotland) as appropriate |
| Companies registered or Wales should deliv | d in England and Wales ver this form to:— | | nies registered deliver this fo | | • |
| The Registrar of Companies Companies House Crown Way Maindy Cardiff | | Compai | | panies | |

CF4 3UZ

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4. Names and addresses of the allottees

Number of shares allotted Names and Addresses Preference Ordinary Other Balance bought forward 8,853 from Page 1. MRS F M MIDDLEMIST 165 QUEEN ALEXANDRA ROAD SUNDERLAND TYNE & WEAR SR1 3XN 4,933 MR W SCOTT 2 OXFORD AVENUE WALLSEND TYNE & WEAR NE28 8EG 586 D S SAHOTA 15 GRANGE AVENUE NORMANTON DERBY DE23 8DH 2,775 MR R WARDLE 38 MILL LANE **HEBBURN** NE31 2ET TYNE & WEAR 441 Total 17,588

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: |

DIRECTOR 22.04.97
Designation Date

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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‡ Insert Director, Secretary, Administrator, Administrative Receiver, or Receiver

(Scotland) as appropriate