

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

Return of allotments of shares

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

(REVISED 1988)

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)

1. Name of company

Company number

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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

*	ROLLS-ROYCE	plc			 	· · · · ·	

2. This section must be completed for all allotments

Description of shares†	ORDINARY	ORDINARY	ORDINARY
A Number allotted	1,965	7,835	1,560
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

Date(s) on which the shares were allotted (a) [on <u>21 MARCH</u> ______19_<u>97____</u>]§, or __ 19 ____to _ 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 Please use percentage.	be treated as paid up.		
E Consideration for which the shares were allotted			

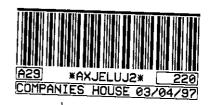
Notes

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- 1. This form should be delivered to the Registrar of Companies within one month of the (first) date of
- 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 BOLDISON ASSISTANT COMPANY SECRETARY ROLLS-ROYCE plc P O BOX 31

For official use



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		lotted
· · · · · · · · · · · · · · · · · · ·	Ordinary	Preference	Other
JARVIS, S A, 10 PENZANCE PARADE,			
LUKES LANE ESTATE, HEBBURN,			
TYNE AND WEAR. NE31 2AP	1,965		-
RACE, M, MEADOW HOUSE, HUMSHAUGH,			
HEXHAM, NORTHUMBERLAND, NE@6 4AA	7,835		
SODERBERG, V N, 5 SUNNINGDALE DRIVE,			
WASHINGTON, TYNE AND WEAR, NE37 2LL	1,560		
	-		
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Total	11,360	0	0

Total	11,360	0	0			
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: Designation: Date 21.03.97						
Companies registered in England and Wales or Wales should deliver this form to:-	Companie should de	es registered eliver this fo	d in Scotland rm to:-			
The Registrar of Companies Companies House Crown Way Maindy Cardiff CF4 3UZ	Companie 37 Castle	The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB				
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