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

G

Return of allotments of shares

88(2)

CHA 101

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

To the Registrar of Companies (address on page 2) (see note 1)

(REVISED 1988) This form replaces forms PUC2, PUC3 and 88(2)

Company Number

1003142

insert full name

of company

1. Name of company ROLLS-ROYCE plc

This section must be completed for all allotments

† distinguish between ordinary preference, etc

Description of shares †	ORDINARY	ORDINARY	ORDINARY
A Number allotted	2,416	6,272	1,026
B Nominal value of each	0.2	0.2	0.2
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.4501	£1.0633	£1.50

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted

(a) [on

12 November 1996

] §, or

(b) [from

to

] §

The names and addresses of the allottees and the number of shares allotted to each should be given on page 2

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	%	%	%
ſ	F Consideration for which the			

E Consideration for which the shares were allotted

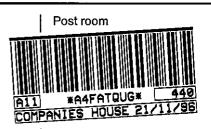
NOTES

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



Presentor's name, address, telephone number and reference (if any):

For official use



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
Names and Addresses	Ordinary	Ordinary Preference	
N SHORE 93 WYNN ROAD, PENN, WOLVERHAMPTON WV4 4AW	2,188		
P DIXON 20 STRATFORD CLOSE, KILLINGWORTH, NEWCASTLE UPON TYNE, NE12 0GU	2,225		
P J SMITH 25 DEVONSHIRE AVENUE, ALLESTREE, DERBY DE22 2AU	746		
W A GAMBLE 4 JASMINE CLOSE, CHADDESDEN, DERBY DE21 6ZF	1,141		
A W RADFORD 148 SWARKESTONE ROAD, CHELLASTON, DERBY DE73 1UD	2,416		
R DALY 56 GOLBORNE AVENUE, WITHINGTON, MANCHESTER M20 8EJ	998		
Total	9,714	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:

0

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

Signed

Designation §

Date

2.11.96

Companies registered in England and Wales or Wales should deliver this form to:The Registrar of Companies
Companies House
Crown Way
Cardiff CF4 3UZ

Companies registered in Scotland should deliver this form to:-The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB