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

Return of allotments of shares

88(2)

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

1. Name of company

ROLLS-ROYCE plc

2. This section must be completed for all allotments

† distinguish between ordinary preference, etc

Description of shares †	ORDINARY
A Number allotted	3100
B Nominal value of each	£ 0.20
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.4501

§ complete (a) or (b) as appropriate

Date(s) on which the shares were allotted
(a) [on 15/07 1996] , or §
(b) [from _____ 19 ___ to _____ 19 ___] §
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	
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 allotment
2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registr return containing the information at D & E. The company may deliver this information by completin and the delivery of the information must be accompanied by the duly stamped contract required by s 88(2)(b) of the Act or by duly stamped prescribed particulars required by section 88(3)(Form No.
3. Details of bonus issues should be included only in section 2.

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

W F BOLDISON
ROLLS-ROYCE plc
PO BOX 31
DERBY
DE24 8BJ

For official Use

Post room

ED2 *EBIP8NJA* 118
COMPANIES HOUSE 25/07/96

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4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
MR S OGILVIE	3100		
40 BRIERIE GARDENS			
HOUSTON			
RENFREWSHIRE			
PA6 7BZ			
Total	3100		

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:

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

Signed _____ Designation § DIRECTOR Date 15.7.96

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
100-102 George Street
Edinburgh EH2 3DJ