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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)

Please do not write in this margin

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

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

Company number 1003142

1. Name of company

* Insert full 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	3,722		
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 17 MAY 19 96]§, 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)**

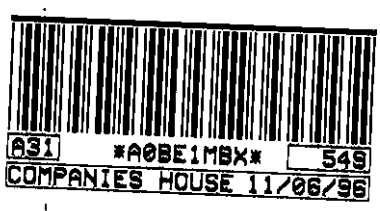
D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration for which the shares were allotted			

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.

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

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		
	Ordinary	Preference	Other
SEE ATTACHED LISTING	3,722		
Total	3,722		

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 _____ Designation‡ DIRECTOR Date 17.5.96

‡ 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

OYEZ The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Spa Road, London SE16 3QQ

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Companies G88(2) (Revised 1988)

SURNAME	FORENAME	INT	ADDRESS	NUMBER OF SHARES	PAY REF	O/S
BEWELL	PAUL RICHARD	PR	25 FORMAN ST DERBY DE1 1JQ	1,189	403964	Y
CASHMORE	NEIL ROBERT	NR	9 BARN CLOSE QUARNDON DERBY DE22 5JE	930	76010	
STOW	PETER	P	AMBER LEY 45 MARLBOROUGH ROAD BREASTON DERBY DE72 3DD	1,603	256269	
				3,722		