

**Return of allotments of shares****88(2)****(REVISED 1988)****This form replaces forms
PUC2, PUC3 and 88(2)**Please do not
write in this
margin

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

To the Registrar of Companies (**address overleaf**)
(see note 1)Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

1003142

* Insert full name
of company

1. Name of company

* ROLLS-ROYCE plc

† Distinguish
between
ordinary,
preference, etc.

2. This section must be completed for all allotments

Description of share†	ORDINARY		
A Number allotted	52,114		
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 8 MARCH 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.

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

For official use



Please do not
write in the
margin

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

□

Signed [Signature] Designation DIRECTOR Date 8.3.96

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

SURNAME	FORENAME	INT	ADDRESS	NUMBER OF SHARES
BLAKE	RAYMOND SIDNEY	RS	82 CARRON CLOSE SINFIN DERBY DE24 9LH	1,189
BONSHOR	ALAN JOHN	AJ	LOUGHBOROUGH LEICESTERSHIRE LE11 2ST	1,396
BOSWORTH	GEOFFREY HARRY	GH	47 FARBER ROAD WALSgrave ON SOWE COVENTRY CV2 2BH	930
CHAPMAN	RAYMOND	R	38 ASHOP ROAD BELPER DERBYSHIRE DE56 0DP	1,861
CROSS	MICHAEL JAMES	MJ	HARLESTONE THE WOODS AMBERGATE BELPER DE56 2HF	1,189
DEAN	JAMES MICHAEL	JM	MELITA 12 HIGHDALE AVE CLEVEDON AVON BS21 7LX	2,327
DENNY	BRIAN	B	143 WENLOCK ROAD SOUTH SHIELDS TYNE & WEAR NE34 9AL	1,861
FINCH	IAN MICHAEL	IM	ROAD BARROWFORD NELSON LANCASHIRE BB9 6QP	1,861
FRAMPTON	DAVID	D	7 GLENMOOR HEBBURN TYNE & WEAR NE31 1DE	2,327
HALL	NIGEL	N	HETTON LE HOLE HOUGHTON LE SPRING TYNE & WEAR DH5 9PL	930
HOLMES	PAUL JAMES	PJ	24 BURNSIDE DRIVE SPONDON DERBY DE21 7QQ	517
JOLLY	JAMES HENRY	JH	COPSTER GREEN BLACKBURN LANCS BB1 9EW	2,792
LAIRD	BRIAN ALEXANDER	BA	3 DIRLOT PLACE THURSO CAITHNESS KW14 7PP	2,327
LLEWELLYN	DAVID MAURICE	DM	47 SOUTH AVENUE DARLEY ABBEY DERBY DE22 1FB	1,861
MCPHERSON	LESLEY ALEXANDRA	LA	WHICKHAM NEWCASTLE UPON TYNE NE16 5SY	2,327

SURNAME	FORENAME	INT	ADDRESS	NUMBER OF SHARES
MORLEY	EDWARD JOHN	EJ	17 PARTH RISE EASTERN GREEN COVENTRY CV5 7LX	930
MORRIS	STEPHEN JEFFREY	ST	64 THE CAUSEWAY COALPIT HEATH BRISTOL BS17 2PF	1,189
MOULDS	TERENCE MICHAEL	TM	94 BROOK VIEW DRIVE KEYWORTH NOTTINGHAM NG12 5RA	1,861
MUIR	GORDON	G	16 LOCHVIEW DRIVE HOGGANFIELD GLASGOW G33 1QF	2,275
NORTHBRIDGE	COLIN FREDERICK	CF	45 HINDSCARTH CRES MICKLEOVER DERBY DE3 5NN	2,792
PARKER	ALAN GEORGE	AG	31 SORREL GARDENS SOUTH SHIELDS TYNE & WEAR NE34 8TP	2,792
PRINT	DAVID BRIAN	DB	9 ROSS WAY WHITESTONE NUNEATON CV11 4TL	1,034
RATHBONE	KATHRYN MARY	KM	78 BRACKENS LANE ALVASTON DERBYS DE24 0AP	2,327
RILEY	MICHAEL CRAIG	MC	29 SCHOOL LANE EARBY COLNE LANCS BB8 6QF	1,861
ROE	PAUL JONATHAN	PJ	SOUTH PARADE HARBURY LEAMINGTON SPA CV33 9HZ	1,861
ROWLINSON	DAVID ALAN	DA	10 SUNNISIDE TERRACE CLEADON SUNDERLAND SR6 7XE	4,654
STEVENSON	JOHN WILLIAM	JW	152 PARK TERRACE EAST KILBRIDE GLASGOW G74 1BW	930
WALSH	WENDY ELIZABETH	WE	87 ELLACOMBE ROAD LONGWELL GREEN BRISTOL BS15 6BP	517
YOUNG	GLYN MARTIN	GM	3 HILL CLOSE PERSHORE WORCS WR10 1JJ	1,396
			TOTAL	52,114