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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)

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

Company number

1003142

1. Name of company

| |
|-------------------|
| * ROLLS-ROYCE plc |
|-------------------|

2. This section must be completed for all allotments

| Description of shares† | ORDINARY | | |
|--|----------|---|---|
| A Number allotted | 27,766 | | |
| 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 | £ | £ |

Date(s) on which the shares were allotted

(a) [on 15 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.

Presentor'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

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:

[Handwritten signature]

DIRECTOR

15.3.96

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

Companies registered in Scotland
should deliver this form to:—

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

| NAME | FORENAME | INT | ADDRESS | NUMBER OF SHARES |
|------|-----------------|-----|--|------------------|
| | ALLAN | A | 116 BRYANS LEAP BURNOPFIELD NEWCASTLE UPON TYNE NE16 6BU | 775 |
| | PAUL RICHARD | PR | 2 BELMONT ROAD ST ANDREWS BRISTOL BS6 5AN | 1,655 |
| ND | RICHARD JAMES | RJ | 33 CRANMERE AVE THE WERGS TETTENHALL WOLVERHAMPTON WV6 8TR | 2,327 |
| | EUGENE JOHN | EJ | 17 STARCROSS COURT MICKLEOVER DERBY DE3 5PW | 1,189 |
| R | KENNETH ROGER | KR | RIVERSMEET TORRIDGE ROAD WEST APPLEDORE NEAR BIDEFORD | 6,051 |
| | MICHAEL JAMES | MJ | 12 KIRKSTEAD CLOSE OAKWOOD DERBY DE21 2HN | 2,327 |
| RT | STEPHEN CHARLES | SC | 20 PARK ROAD NORTHVILLE BRISTOL BS7 0RH | 1,706 |
| | CHRISTOPHER | C | 9 PEMBROOKE ROAD ANSDELL LYTHAM ST ANNES LANCS FY8 1AN | 1,396 |
| | WINFRED RUTH | WR | 9 ALDERFEN CLOSE SHELTON LOCK DERBY DE24 9QQ | 2,327 |
| ALD | FIONA MARGARET | FM | 20 EAST GREENLEES CRES CAMBUSLANG GLASGOW G72 8TX | 930 |
| Y | KENNETH ANDREW | KA | 16 CUMBERHILLS ROAD DUFFIELD DERBY DE56 4HA | 517 |
| S | JOHN CHARLES | JC | 226 ALLESLEY OLD ROAD CHAPELFIELDS COVENTRY CV5 8GJ | 3,206 |
| | RICHARD JOHN | RJ | 70 COCKER AVENUE CWMBRAN GWENT NP44 7JH | 1,396 |
| | JAMES ALAN | JA | 193 GALSWORTHY ROAD SOUTH SHIELDS TYNE & W/FAR NE24 0L IF | 517 |

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| | | | | |
|------------|------------|----|--|--------|
| SWARBROOKE | BARRY ERIC | BE | 2 KINGSCLERE AVENUE OAKWOOD DERBY DE21 2QH | 930 |
| WARREN | LEE | L | 11 BEST AVENUE STAPENHILL BURTON ON TRENT STAFFS DE15 9GU | 517 |
| | | | | 27,766 |