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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	5,171		
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 7 FEBRUARY 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)**

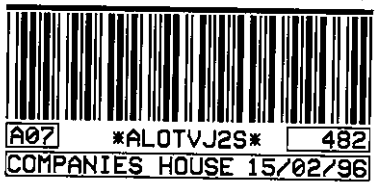
D Extent to which each share is to be treated as paid up. Please use percentage.			
E Consideration for which the shares were allotted			

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
A M PAWSON	2,327		
35 GISBURN ROAD			
BARNOLDSWICK			
COLNE			
LANCS BB8 5HB			
N SUTTON	2,327		
31 HOLLYGUEST ROAD			
HANHAM			
BRISTOL BS15 3RN			
L J FENWICK	517		
7 BONDENE WAY			
CRAMLINGTON			
NORTHUMBERLAND NE23 9GU			
Total	5,171		

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

Signed _____ Designation‡ DIRECTOR Date 7.2.96

‡ 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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