

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

Return of allotments of shares

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

00(2)

(REVISED 1988)

This form replaces forms PUC2, PUC3 and 88(2)

Please do not write in this margin

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

Company number 1003142

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

Insert full name of company

† Distinguish between ordinary, preference, etc.

§ Complete (a) or (b) as appropriate

1. Nam	ne of company		<u> </u>
*	ROLLS-ROYCE plc		

2. This section must be completed for all allotments

Description of shares†	ORDINARY		
A Number allotted	15,979		
B Nominal value of each	£ 0.20	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£ 1.0826	£	£

Date(s) on which the shares were allotted

(a) [on 6 NOVEMBER 19 95]§, 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.		*		
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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 n€t 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	15,979			
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			<u></u> .	
		<u> </u>		
Total	15,979			

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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 LZ.	_Designation‡	DIRECTOR	Date	06.11.95	Receiver (Scotland) as appropriate
Companies registered in Engla or Wales should deliver this fo	Companies registered in Scotland should deliver this form to:-				
The Registrar of Companies Companies House Crown Way Maindy Cardiff		Companie	strar of Comp es Registration ge Street		
CF4 3UZ					Page 2