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BULK LIST

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

# 88(2)

## Return of allotments of shares

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

(REVISED 1988)

This form replaces forms  
PUC2, PUC3 and 88(2)Please do not  
write in this  
marginTo 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

\* ROLLS-ROYCE plc

\* Insert full name  
of company

## 2. This section must be completed for all allotments

† Distinguish  
between  
ordinary,  
preference, etc.

| Description of shares†   | Ordinary    |   |   |
|--|-------------|---|---|
| A Number allotted  | 227,300,420 |   |   |
| B Nominal value of each  | £0.20       | £ | £ |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £1.54       | £ | £ |

Date(s) on which the shares were allotted

(a) [on 24 April 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

§ Complete  
(a) or (b) as  
appropriate3. If the allotment is wholly or partly other than for cash the following information must be given  
(see notes 2 & 3)

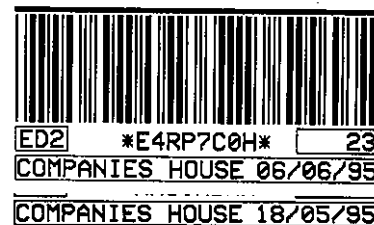
|   |      |  |  |
|---|------|--|--|
| D Extent to which each share is to be treated as paid up.<br>Please use percentage.   | 100% |  |  |
| E Consideration for which the shares were allotted See attached share purchase agreement dated 23 March 1995 between Rolls-Royce plc, Scropton Limited and N M Rothschild & Sons Limited. |      |  |  |

## 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):W F Boldison  
Rolls-Royce plc  
PO Box 31  
Derby DE24 8BJ

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

[illegible]

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:

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

Signed [Signature] Designation Director Date 1 May 1995

Companies registered in England and Wales  
or Wales should deliver this form to:-

Companies registered in Scotland  
should deliver this form to:-

The Registrar of Companies  
Companies House  
Crown Way  
Maindy  
Cardiff  
CF4 3UZ

The Registrar of Companies  
Companies Registration Office  
102 George Street  
Edinburgh  
EH2 3DJ

Page 2

FORM ML8/1

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BULK LIST OF ALLOTMENT OF SHARES

M.F.

A bulk list (over 10 pages) of allotments for the company named below has been lodged but does not appear on microfiche.

If you wish to search the list, please enquire at the Search Control Counter.

Company Number 1003142

Company Name ROLLS ROYCE PLC

Date of Allotments 24.4.95