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

Return of allotments of shares

88(2)

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

To the Registrar of Companies (address on page 2)
(see note 1)

(REVISED 1988)

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

Company Number

1003142

1. Name of company

ROLLS-ROYCE plc

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc

| Description of shares † | ORDINARY | Ordinary | Ordinary |
|--|----------|----------|----------|
| A Number allotted | 5,119 | 10,184 | 2,496 |
| B Nominal value of each | £ 0.20 | 0.20 | 0.20 |
| C Total amount (if any) paid or due and payable on each share (including premium if any) | £ 1.4634 | 1.0731 | 1.0926 |

Date(s) on which the shares were allotted

(a) [on 11/04 1995] , or s

(b) [from 19 to 19] s

The names and addresses of the allottees and the number of shares allotted to each should be given on page 2

s complete
(a) or (b) as
appropriate

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 allotment
2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar return containing the information at D & E. The company may deliver this information by completing and the delivery of the information must be accompanied by the duly stamped contract required by s 88(2) (b) of the Act or by duly stamped prescribed particulars required by section 88(3) (Form No. 334)
3. Details of bonus issues should be included only in section 2.

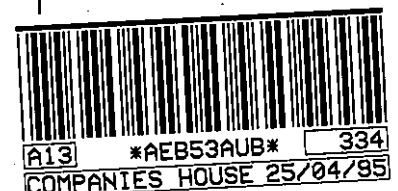
Presenter's name, address, telephone number and reference (if any):

W F BOLDISON
ASSISTANT COMPANY SECRETARY
ROLLS-ROYCE plc
PO BOX 31
DERBY DE24 8BJ

For official Use

Post room

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4. Names and addresses of the allottees

| Names and Addresses | Number of shares allotted | | |
|----------------------|---------------------------|------------|-------|
| | Ordinary | Preference | Other |
| A J BRANAGH | 984 | | |
| 16 ASHWOOD AVENUE | | | |
| COUNDON | | | |
| COVENTRY | | | |
| WARWICKSHIRE CV6 1ET | | | |
| | | | |
| T A HULME | 3537 | | |
| 27 RECTORY CLSE | | | |
| YATE | | | |
| BRISTOL | | | |
| BS17 5SB | | | |
| | | | |
| J R MARTIN | 1408 | | |
| WAINGROVE LODGE | | | |
| MAIN ROAD | | | |
| HULLAND WARD | | | |
| ASHBOURNE DE6 3EA | | | |
| | | | |
| J McCARTHY | 1408 | | |
| 15 SMITH STREET | | | |
| BARNOLDSWICK | | | |
| LANCS | | | |
| BB8 5QT | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| Total | 17799 | | |

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:

1

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

Signed  Designation § DIRECTOR Date 11.04.95

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

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

Companies registered in Scotland
should deliver this form to:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh EH2 3DJ