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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

Please do not
write in this
margin

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

* Insert full name
of company

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	
A Number allotted	2,728	3,831	
B Nominal value of each	£ 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	£

Date(s) on which the shares were allotted

(a) [on 6 MARCH 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
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 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

Post room



4. Names and addresses of the allottees

Please do not
write in the
margin

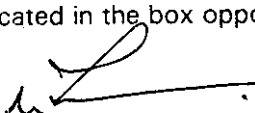
Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
ANDREW TIMOTHY SHEGOG-SMITH	689		
11 QUEEN STREET			
KINGSWOOD			
BRISTOL BS15 2BA			
GEOFFREY WELDRAKE	1,023		
18 COWHORN HILL			
OLDLAND COMMON			
BRISTOL BS15 6QU			
JEFFREY PHILIP PRUETT	1,303		
6 SUMMERHAYES			
WARMLEY			
BRISTOL BS15 5XZ			
DAVID GEORGE COLLINGS	3,008		
23 HAYDON GARDENS			
LOCKLEAZE			
BRISTOL BS7 9TL			
MRS K M ROSE	536		
9 LINDEN GROVE			
MOUNTSORRELL			
LEICESTERSHIRE LE12 7JW			
Total	6,559		

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:

0

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

Signed  Designation DIRECTOR Date 06.03.95

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 Registration Office
102 George Street
Edinburgh
EH2 3DJ