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COMPANIES FORM No. 88(3)

Particulars of a contract
relating to shares allotted
as fully or partly paid up
otherwise than in cash

88(3)

Pursuant to section 88(3) of the Companies Act 1985

Please do not
write in
this margin

Note: This form is only for use when the contract
has not been reduced to writing

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

To the Registrar of Companies

For official use

Company number

111111

1003142

Please do not
write in the space
below. For Inland
Revenue use only

The particulars must be stamped with the same stamp duty as would have been payable if
the contract had been reduced to writing. A reduced rate of ad valorem duty may be
available if this form is properly certified at the appropriate amount.

Name of company

* Insert full name
of company

* ROLLS-ROYCE PLC

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash	136,219,938
2 The nominal value of each such share	£ 0.20
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 0.20
b The value of each share allotted i.e. the nominal value and any premium	190.8 pence *
c The amount to be considered as paid up in respect of b	£ 0.20
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted	

* This represents the middle market value of the shares in the period 15-29 May over which they were allotted.

Presentor's name address and

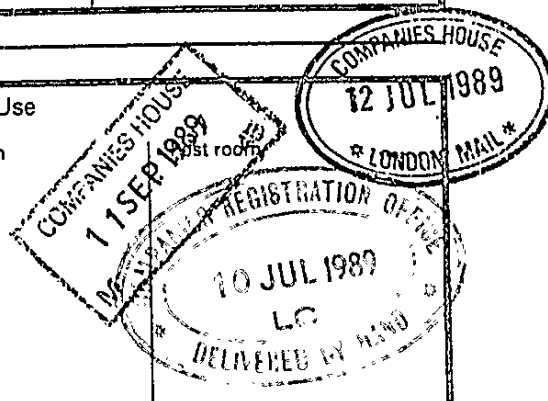
reference (if any):

Freshfields
Grindall House
25 Newgate Street
London
EC1A 7LH

(ILH/RSA)

For official Use

Capital Section



Please do not
write in this
margin

* Where such
properties are
sold subject
to mortgage
the gross
value should
be shown

9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

	£
Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*	
Legal estates in leasehold property*	
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)	
Equitable interests in freehold or leasehold property*	
Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale)	
Goods, wares and merchandise subject to hire purchase or other agreements (written down value)	
Goodwill and benefit of contracts	
Patents, designs, trademarks, licences, copyrights, etc.	
Book and other debts	
Cash in hand and at bank on current account, bills, notes, etc	
Cash on deposit at bank or elsewhere	
Shares, debentures and other investments	
Other property	

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

Signed *A. W. Warrington* Designation† Secretary Date 10 July 1989

§ This certificate
must be signed
by the persons to
whom the shares
have been allotted,
as well as by an
officer of the
company.

Certificate of value§

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

Signed

Date

Signed

Date