

Company number: 1003142

ROLLS-ROYCE plc

The following Ordinary Resolution was passed at an Annual General Meeting of Rolls-Royce plc held on 6 May 2004

SECTION 80 AUTHORITY TO ALLOT SHARES

IT WAS RESOLVED THAT the directors be and are hereby generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to allot ordinary shares of the Company up to a maximum amount of £369,003,492 at any time during the period of five years from the date hereof.


J Warren
Deputy Company Secretary

