

THE COMPANIES ACT 1985

Rolls-Royce plc

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE plc
held on Thursday, 29 May 2003, the following
Resolution was passed as a SPECIAL RESOLUTION:

RESOLUTION

That the Section 89 amount, as defined in Article 8(D), shall be £16,309,965.




C E Bluffdell
Company Secretary