

No 1003142

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 80 amount, as defined in Article 8(D), shall be £73,800,698.




C E Blundell
Company Secretary