

No 1003142

THE COMPANIES ACT 1985

---

**Rolls-Royce plc**

COMPANY LIMITED BY SHARES

---

**ORDINARY RESOLUTION**

---

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

**RESOLUTION**

**That** the directors be and are hereby authorised, to offer shareholders the right to elect to receive shares, credited as fully paid, instead of cash in respect of any dividend declared or paid during the period from the date of passing of this resolution to May 27, 2004, in accordance with the Articles of Association of the Company.



  
**C E Blundell**  
Company Secretary