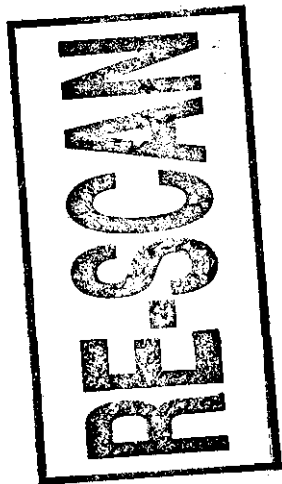


THE COMPANIES ACT 1985



Rolls-Royce plc

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE plc

held on Thursday, 30 May 2002, 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 28 May 2003, in accordance with the Articles of Association of the Company.

C E BLUNDELL

Company Secretary



12-6-02 - 95