

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, 30 May 2002, the following

Resolution was passed as a SPECIAL RESOLUTION:

RESOLUTION

That, subject to and conditional upon the passing of Resolution 12, the Section 80 amount, as defined in Article 8(D), shall be £77,366,672.




C E BLUNDELL
Company Secretary

12-6-02 95