

THE COMPANIES ACT 1985

Rolls-Royce plc

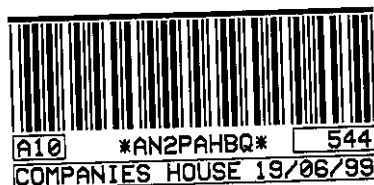
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE plc
held on Thursday, 27 May 1999, the following
Resolution was passed as a SPECIAL RESOLUTION:

RESOLUTION

That the Articles of Association set out in the printed document produced to the Meeting and, for the purpose of identification, initialled by the Chairman of the Meeting, be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



C. E. Blundell
C E BLUNDELL
Company Secretary