

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 Wednesday, 29 May 1996, the following

Resolution was passed as a SPECIAL RESOLUTION:

RESOLUTION

That the articles of association be and are hereby amended in accordance with the amendments set out in the printed document produced to the Meeting and, for the purposes of identification, initialled by the Chairman of the Meeting.


C E BLUNDELL
Secretary

