

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 Wednesday, 24 May 1995, the following

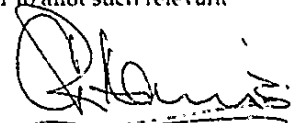
Resolution was passed as an ORDINARY RESOLUTION:

#### RESOLUTION

That:

- (1) the authorised share capital of the Company be increased from £350,000,001 to £400,000,001 by the creation of an additional 250,000,000 ordinary shares of 20p each; and
- (2) in substitution for the authority granted to the directors at the Extraordinary General Meeting of the Company held on October 14, 1993, the Company empowers its directors to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to a total nominal amount of £105,805,808, such authority to expire on May 23, 2000. The Company may make an offer or enter an agreement before this expiry date which will or may subsequently require the directors to allot such relevant securities on the Company's behalf. In these circumstances, the directors shall have the power to allot such relevant securities.



  
C.R. HARRIS

Secretary