

No. 1003142

THE COMPANIES ACT 1985

ROLLS-ROYCE plc

COMPANY LIMITED BY SHARES

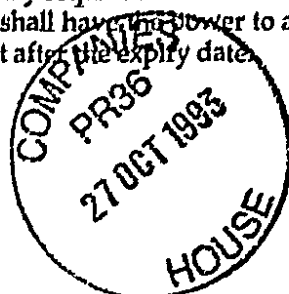
**Ordinary Resolution**

At the EXTRAORDINARY GENERAL MEETING of ROLLS-ROYCE plc  
held on Thursday, 14 October 1993, the following  
Resolution was passed as an ORDINARY RESOLUTION:

RESOLUTION

1. THAT:

- (a) the authorised share capital of the Company be increased from £256,400,001 to £350,000,001 by the creation of an additional 468,000,000 Ordinary shares of 20p each; and
- (b) in substitution for the authority granted to the Directors at the Annual General Meeting of the Company held on 26 May 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 £93,926,693, such authority to expire on 13 October 1998. Before the expiry date, the Company may make an offer or enter an agreement which will or may subsequently require the Directors to allot relevant securities. In these circumstances, the Directors shall have the power to allot relevant securities pursuant to any such offer or agreement after the expiry date.



C.R. HARRIS  
Secretary