

No. 100342

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, 27 May 1992, the following

Resolution was passed as an ORDINARY RESOLUTION:

RESOLUTION

That the Company empowers its directors to allot ordinary shares up to a total nominal amount of £63,562,619, such authority to expire on May 26, 1997. Before that date the Company may make an offer or enter into an agreement which would or might require the Company to allot such shares subsequently. In these circumstances the directors shall have the power to allot such shares.


R.W. HENCHLEY

Secretary

