

RESOLUTIONS of  
ROLLS-ROYCE plc  
Passed: 27th April 1987

THE COMPANIES ACT 1985  
No. 1003142

At an Extraordinary General Meeting of the Company held at 65 Buckingham Gate, London SW1E 6AT on 27th April 1987, the following resolutions were passed, resolutions 4 and 5 being passed as Ordinary Resolutions, and resolutions 3 and 6 being passed as Special Resolutions:

Special Resolution

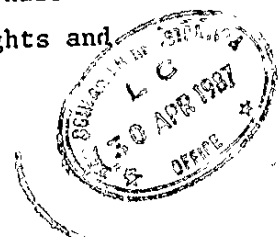
"3. THAT, subject to the passing of resolutions 1 and 2 and conditional upon:

- (i) the Company and the Secretary of State for Trade and Industry (the "Secretary of State") entering into an underwriting agreement, with others, in connection with the proposed offer for sale on behalf of the Secretary of State of Ordinary Shares in the Company (the "Offer"); and
- (ii) the obligations of the parties to the said underwriting agreement becoming unconditional and the provisions relating to termination of the said underwriting agreement not having been implemented at such time;

the Articles of Association contained in the document marked "A" attached to this Notice of Meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company."

Ordinary Resolutions

"4. THAT, subject to the passing of resolutions 1, 2 and 3 and conditional as set out in resolution 3, the authorised share capital of the Company be increased from £150,000,000 to £210,000,001 by the creation of one Special Rights Redeemable Preference Share of £1 in the capital of the Company having attached thereto the rights and



restrictions described in Article 9 of the proposed Articles of Association of the Company contained in the document marked "A" attached to this Notice of Meeting and referred to in resolution 3 and by the creation of 300,000,000 new Ordinary Shares of 20p each in the Company to rank pari passu with the existing Ordinary Shares of 20p each in the Company."

"5. THAT, subject to the passing of resolutions 1, 2, 3 and 4 and conditional as set out in resolution 3, the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £83,000,000, such authority to expire on 26th April 1992, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement notwithstanding that this authority has expired."

#### Special Resolution

"6. THAT, subject to the passing of resolutions 1, 2, 3, 4 and 5 and conditional as set out in resolution 3, the Directors be empowered, pursuant to section 95 of the Companies Act 1985, to allot equity securities (within the meaning of section 94 of that Act) for cash pursuant to the authority conferred by resolution 5 as if section 89(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment, in accordance with the underwriting agreement referred to in resolution 3, of Ordinary Shares to a nominee of the Secretary of State for Trade and Industry as part of the arrangements for the proposed offer for sale on behalf of the Secretary of State of Ordinary Shares of the Company; and