

Company Number : 345727

THE COMPANIES ACT 1985

ROLLS-ROYCE INDUSTRIAL & MARINE POWER LIMITED

Passed 5 December 1997

The following resolutions were passed on 5 December 1997 by Shareholders Resolution in Writing in accordance with section 381A of the Companies Act 1985 (the Act).

ELECTIVE RESOLUTIONS

The Company hereby elects to dispense with the laying of the Annual Report before the Company in General Meeting pursuant to Section 252 of the Act.

The Company hereby elects to dispense with the holding of Annual General Meetings pursuant to Section 366A of the Act.

SPECIAL RESOLUTION

That the Company, being dormant in accordance with the Companies Act 1985, Section 250, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Companies Act 1985, Section 384.



B J Finan
Company Secretary



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