

THE COMPANIES ACT 1985

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**Rolls-Royce plc**

COMPANY LIMITED BY SHARES

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**SPECIAL RESOLUTION**

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On 10 December 2004 the following resolution was passed in writing  
by the sole member of the Company as a SPECIAL RESOLUTION:

**RESOLUTION**

**That** the Company's articles of association be altered by inserting the words  
", or the directors resolving to pay an interim dividend may decide, "  
immediately after the word "direct" in the second line of article 125;



**C E Blundell**  
Company Secretary

No 1003142

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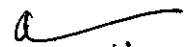
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