

Company number: 2658963

ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

The following resolutions were passed at an Extraordinary General Meeting held in writing dated 31ST MARCH 2004

Ordinary Resolution

"That the authorised capital of the Company be increased from 10,000,000 ordinary £1 shares and 240,000,000 A US\$1 shares to 300,000,000 ordinary shares of £1 each and 240,000,000 A US\$1 shares by the creation of 290,000,000 ORDINARY shares of £1.00 each ranking pari passu in all respects with the existing ORDINARY shares in the capital of the Company."


D J Goma, Secretary

