

Company Number : 2658963

THE COMPANIES ACT 1985

ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED

Passed 1 June 1995

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE OVERSEAS HOLDINGS LIMITED
held at Moor Lane, Derby on 1 June 1995 the following resolutions were passed in
accordance with the Companies Act 1985 (the Act).

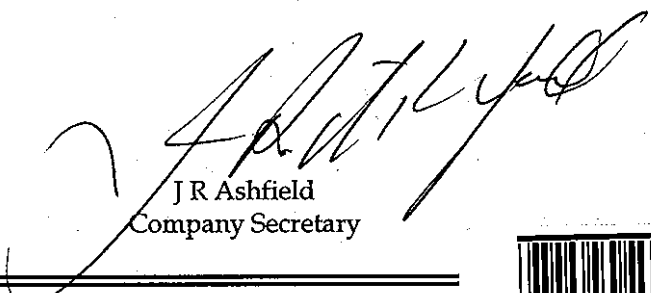
ELECTIVE RESOLUTIONS

The Company hereby elects :

1. to dispense with the laying of the Annual Report before the Company in General Meeting pursuant to Section 252 of the Act
2. to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Act.
3. to dispense with the holding of Annual General Meetings pursuant to Section 366A of the Act.

SPECIAL RESOLUTIONS

1. THAT whilst election 2 above remains in force, the auditors remuneration shall be determined by the directors.


J R Ashfield
Company Secretary

