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NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF
ROLLS-ROYCE AIRCRAFT MANAGEMENT LIMITED
("COMPANY")

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at 65 Buckingham Gate, London, SW1E 6AT on 17 November 1998 at 10.00 am/~~pm~~ to consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution of the Company.

ORDINARY RESOLUTION

That the authorised share capital of the Company be increased by US\$65,000,000 to £100 and US\$65,000,000 by the creation of 65,000,000 ordinary shares of US\$1 each ranking in all respects pari passu with the existing shares of £1 each in the Company.

Registered Office:
65 Buckingham Gate
London SW1E 6AT

By order of the Board

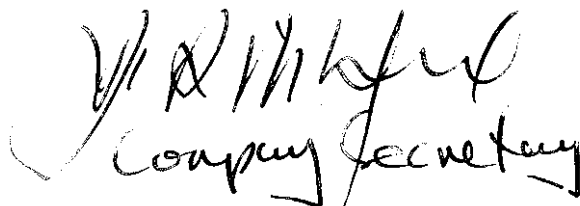


Director

Dated: 26 October 1998

Note: A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.

CERTIFIED A TRUE COPY


Company Secretary
9/7/99

