

Company Number : 329435

THE COMPANIES ACT 1985

ROLLS-ROYCE LEASING LIMITED

Passed 3 June 1996

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE LEASING LIMITED held at Moor Lane, Derby on 3 June 1996 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

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



A handwritten signature in dark ink, appearing to be "A E West", is written over the stamp area.

A E West
Company Secretary