

COMPANY NO. 2916875

ROLLS-ROYCE POWER VENTURES LIMITED

(the *Company*)

SOLE MEMBER'S WRITTEN RESOLUTION

In accordance with section 381A of the Companies Act 1985, **ROLLS-ROYCE plc**, the sole member of the Company which at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARES** that the following resolution shall have effect as a special resolution as if passed by the Company in general meeting and accordingly **RESOLVES THAT** the share premium account of the Company as at 18 April 2000 be and is hereby cancelled.



Signed for and on behalf of Rolls-Royce plc

Date: 30 March 2000

