

No 4706930

THE COMPANIES ACT 2006

Rolls-Royce Group plc

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
held on Friday, 6 May 2011, the following
Resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

That, subject to the passing of Resolution 23, the Section 561 amount as defined in article 12 of the Amended Articles shall be £18,721,784 and the prescribed period for which the authority conferred by this resolution is given shall be a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next Annual General Meeting of the Company or 18 months after the date on which this resolution is passed (whichever is the earlier)

WEDNESDAY



A13 *AEBJNU87* 259
18/05/2011
COMPANIES HOUSE

A handwritten signature in black ink, appearing to be 'Paul Davies'.

Paul Davies
Deputy Company Secretary