

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

- a) the Section 551 amount as defined in article 12 of the Amended Articles shall be £124,811,895 and
- b) the second 551 amount as defined in article 12 of the Amended Articles shall be £249,623,790, and
- c) the prescribed period for which the authorities conferred by this resolution are 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)



A handwritten signature in black ink, appearing to be "PD" followed by a flourish.

**Paul Davies**  
Deputy Company Secretary