

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 a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice



Paul Davies
Deputy Company Secretary