



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 the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares, subject to the following conditions

- a) the maximum aggregate number of ordinary shares authorised to be purchased is 187,217, 843,
- b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 20 pence (being the nominal value of an ordinary share),
- c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of
 - (i) an amount equal to 105 per cent of the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased, and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System,
- d) this authority shall expire at the end of the next Annual General Meeting of the Company or 18 months from the date of this resolution (whichever is the earlier), and
- e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded, in whole or in part, after the expiry of this authority

Paul Davies
Deputy Company Secretary