

THE COMPANIES ACT 2006

Rolls-Royce Group plc

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

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

RESOLUTION

Adoption of the Rolls-Royce plc International ShareSave Plan rules

That, subject to the passing of Resolution 28, the Rolls-Royce plc International ShareSave Plan 2011 (the International ShareSave Plan), the main terms of which are described in Appendix 3 hereto and a copy of the rules of which are signed by the Chairman for identification purposes, be and is hereby approved and adopted and the directors be and are hereby authorised to

- a) do all such things as they consider necessary or desirable to carry the International ShareSave Plan into effect, and
- b) be authorised to establish further plans based on the International ShareSave Plan, modified to take account of differences in taxation, exchange control or securities laws in any overseas jurisdictions, provided that the shares made available under any such plans shall count towards the individual and overall limits with the International ShareSave Plan



A handwritten signature in black ink, appearing to be 'Paul Davies', is written above the name 'Paul Davies' in bold. Below the name is the title 'Deputy Company Secretary'.