

**ROLLS-ROYCE GROUP LIMITED (the "Company")**

**Company No. 04706930**

**PRIVATE COMPANY LIMITED BY SHARES**

WEDNESDAY



\*L8KJLCKA\*  
LD1 18/12/2019 #68  
COMPANIES HOUSE

**NOTIFICATION OF WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS AND HAVING EFFECT AS SPECIAL RESOLUTIONS OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE COMPANIES ACT 2006**

**DATE PASSED: Tuesday, 17 December 2019**

I, the undersigned, being a director of the Company, hereby certify that the following written resolutions were circulated to all eligible members of the Company and that the written resolutions were received, duly signed by the relevant majority of members and were duly passed on the date stated above.

**SPECIAL RESOLUTIONS:**

**RESOLUTION 1:**

**THAT** the capital of the Company in the amount of £1,520,902,865.80 be reduced to £390,561,865.80 by cancelling the whole of the capital redemption reserve of the Company in the amount of £1,130,340,985.

**RESOLUTION 2:**

**THAT** the requisite entries be made in the Company's statutory records and accounts upon the registration of the capital reduction sanctioned pursuant to Resolution 1 and the sum of £1,130,340,985 (being the capital sum cancelled by Resolution 1) be credited to the profit and loss account of the Company.

Signed:

Date: Tuesday, 17 December 2019

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Director

Name: Stephen Daintith