

No 4706930

THE COMPANIES ACT 2006

WEDNESDAY



A12 *AZQUKJXT* 370
12/05/2010
COMPANIES HOUSE

Rolls-Royce Group plc

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
held on Wednesday, 28 April 2010, the following
Resolution was passed as an ORDINARY RESOLUTION:

RESOLUTION

That the directors be and are authorised

- a) on one or more occasions, to capitalise such sums as they may determine from time to time but not exceeding the aggregate nominal sum of £350 million standing to the credit of the Company's capital redemption reserve and/or such other reserves as the Company may legally use in paying up in full at par, up to 350 billion non-cumulative redeemable preference shares with a nominal value of 0.1 pence each in the capital of the Company (C Shares) from time to time having the rights and being subject to the restrictions contained in the Articles of Association of the Company from time to time or any other terms and conditions approved by the directors from time to time,
- b) pursuant to Section 551 of the Companies Act 2006 (the Act), to exercise all powers of the Company to allot and issue C Shares credited as fully paid up to an aggregate nominal amount of £350 million to the holders of ordinary shares of 20 pence each in the capital of the Company (ordinary shares) on the register of members on any dates determined by the directors from time to time and on the basis of the number of C Shares for every ordinary share held as may be determined by the directors from time to time, and provided that the authority conferred by this resolution shall expire at the end of the next Annual General Meeting of the Company and so that such authority shall be additional to, and without prejudice to, the unexercised portion of any authorities and powers granted to the directors pursuant to Resolution 13 below, and any resolution passed prior to the date of passing of this resolution,
- c) to do all acts and things they may consider necessary or desirable to give effect to this resolution and to satisfy any entitlement to C Shares howsoever arising


T M Rayner
Company Secretary

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ORDINARY RESOLUTION

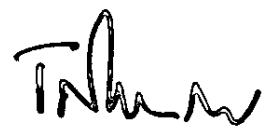
At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
held on Wednesday, 28 April 2010, the following
Resolution was passed as an ORDINARY RESOLUTION

RESOLUTION

That the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution is effective be and is hereby authorised to

- 13
- a) make donations to political parties and/or independent election candidates,
 - b) make donations to political organisations other than political parties, and
 - c) incur political expenditure,

during the period commencing on the date of this resolution and ending on the date of the Company's next Annual General Meeting, provided that in each case any such donations and expenditure made by the Company or by any such subsidiary shall not exceed £25,000 per company, and the aggregate of those made by the Company and any such subsidiary shall not exceed £50,000 For the purposes of this resolution, the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by Part 14 of the Companies Act 2006



T M Rayner
Company Secretary

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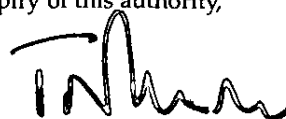
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
held on Wednesday, 28 April 2010, the following
Resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

- 9 **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 185,411,177,
 - 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 15 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



T M Rayner
Company Secretary



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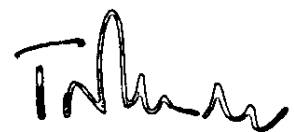
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
held on Wednesday, 28 April 2010, the following
Resolution was passed as a SPECIAL RESOLUTION:

RESOLUTION

That, subject to the passing of Resolution 13, the Section 561 amount as defined in Article 10(d) of the New Articles shall be £18,541,117



T M Rayner
Company Secretary

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COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
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Resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

That the Section 551 amount as defined in Article 10(d) of the New Articles shall be £123,607,451



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A handwritten signature in black ink, appearing to read 'T M Rayner'.

T M Rayner
Company Secretary

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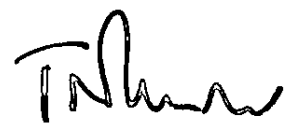
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
held on Wednesday, 28 April 2010, 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



T M Rayner
Company Secretary

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12/05/2010
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