

Company No. 04706930

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF THE SHAREHOLDER OF
Rolls-Royce Group PLC
(the "Company")



At a general meeting of the sole member of the Company duly convened and held at Kings Place, 90 York Way, London, United Kingdom, N1 9FX on Thursday, 5 December 2019 the following resolutions were each approved and were passed unanimously by the Company's sole member entitled to attend the meeting and to vote thereat:

Special and Ordinary Resolutions

1. Special Resolution:


THAT the Company be re-registered as a private limited company with the name **Rolls-Royce Group Limited**

2. Special Resolution:

THAT, in conjunction with the Company's re-registration as a private limited company, the Company's articles of association, including those provisions of the Company's memorandum of association which are, by virtue of Section 28 of the Act 2006, treated as part of the articles of association be replaced in their entirety with the new Articles of Association in the form attached to and circulated with these resolutions.

3. Ordinary Resolution

THAT in accordance with paragraph 47(3) (b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, (SI 2007/3495) the directors of the Company are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.

Signed:.....


Name: **Stephen Daintith**
Director