

Company number: 3517200

**Companies Act 2006**  
**Public Company Limited by Shares**  
**Copy Resolution of**  
**VINTERS PLC**

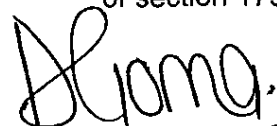
The following resolutions were passed at a General Meeting of the members held on 26 November 2012

**Special Resolution THAT:**

- (a) the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Vinters Limited
- (b) the regulations contained in the document attached to this Resolution and marked "A" for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

**Ordinary Resolution THAT:**

- (a) in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006 This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006
- (b) 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 be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006



D J Goma  
Company Secretary

WEDNESDAY



\*A1N4WAT6\*

A41	05/12/2012	#152
COMPANIES HOUSE		
A21	29/11/2012	#402
COMPANIES HOUSE		

Company No 3517200



COMPANIES HOUSE

**Written Resolution under Companies Act 2006**

**PUBLIC COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF**

**VINTERS PLC**

Pursuant to section 288 of the Companies Act 2006 (CA 2006), the undersigned, being an eligible member (as defined by section 289 CA 2006) of the Company for the purpose, signifies agreement to and passes the following as a special resolution of the Company

**SPECIAL RESOLUTION**

That

- (a) the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Vinters Limited
- (b) the regulations contained in the document attached to this Resolution and marked "A" for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

**ORDINARY RESOLUTION**

That

- (a) in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the powers to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006 This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006
- (b) 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 be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Special Resolution and the Ordinary Resolutions

The undersigned, being eligible members of the company, entitled to vote on the above resolutions with circulation date 26 November 2012, hereby irrevocably agrees to the Special Resolution and Ordinary Resolutions

Rolls-Royce plc

*Michael Terrett*

By Michael Terrett

Director

Date

*26/11/12*

Rolls-Royce Industries Ltd

*Dell Goma*

By Dell Goma

Director

Date

*26/11/12*