

THE COMPANIES ACT 1985

Rolls-Royce Group plc

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
held on Wednesday, 2 May 2007, the following
Resolution was passed as an ORDINARY RESOLUTION

RESOLUTION

That the Rolls-Royce Group plc UK ShareSave Plan 2007 (the UK Plan), the main features of which are summarised in Appendix 2 to this Notice and a copy of the proposed rules of which are produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, be approved and adopted by the Company, and that the directors be and are hereby authorised to do all acts and things necessary or desirable to carry the UK Plan into effect



A handwritten signature in black ink, appearing to read "T M Rayner", is written over a horizontal line.

T M Rayner
Company Secretary