

No 4706930

THE COMPANIES ACT 1985

Rolls-Royce Group plc

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

THURSDAY



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A15

15/05/2008

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COMPANIES HOUSE

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
held on Wednesday, 7 May 2008, the following
Resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

That the Section 89 amount as defined in Article 10(d) of the Company's Articles of Association shall
be £19,312,342

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

T M Rayner
Company Secretary