

THE COMPANIES ACT 2006

Rolls-Royce Group plc

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

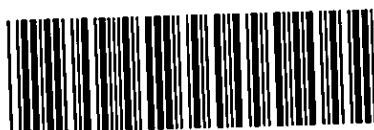
At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
held on Thursday, 30 April 2009, the following
Resolution was passed as an ORDINARY RESOLUTION:

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:

- 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.



CP2 15/05/2009 196
COMPANIES HOUSE

T M Rayner
Company Secretary