

THE COMPANIES ACT 2006

Rolls-Royce Group plc

COMPANY LIMITED BY SHARES

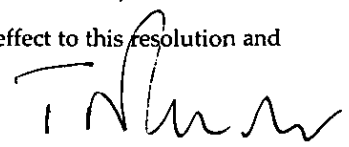
ORDINARY RESOLUTION

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 directors be and are authorised:

- a) on one or more occasions, to capitalise such sums as they may determine from time to time but not exceeding the aggregate nominal sum of £350 million standing to the credit of the Company's merger reserve, capital redemption reserve and/or such other reserves as the Company may legally use in paying up in full at par, up to 350 billion non-cumulative redeemable preference shares with a nominal value of 0.1 pence each (C Shares) from time to time having the rights and being subject to the restrictions contained in the Articles of Association of the Company or any other terms and conditions approved by the directors from time to time;
- b) pursuant to Section 80 of the Companies Act 1985 (as amended) to exercise all powers of the Company to allot and distribute C Shares credited as fully paid up to an aggregate nominal amount of £350 million to the holders of ordinary shares of 20 pence each on the register of members on any dates determined by the directors from time to time and on the basis of the number of C Shares for every ordinary share held as may be determined by the directors from time to time; and provided that the authority conferred by this resolution shall expire at the end of the next Annual General Meeting of the Company and so that such authority shall be additional to and without prejudice to the unexercised portion of any authorities and powers granted to the directors pursuant to resolution 12, and any resolution passed prior to the date of passing of this resolution;
- c) to do all acts and things they may consider necessary or desirable to give effect to this resolution and to satisfy any entitlement to C Shares howsoever arising.



T M Rayner
Company Secretary



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SPECIAL RESOLUTION

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

RESOLUTION

That the Section 80 amount as defined in Article 10(d) of the Company's Articles of Association shall be £124,899,130.



T M Rayner
Company Secretary

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SPECIAL RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
held on Thursday, 30 April 2009, 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 £18,734,869.



T M Rayner
Company Secretary