

THE COMPANIES ACT 2006

---

**Rolls-Royce Group plc**

COMPANY LIMITED BY SHARES

---

**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 Company be and is generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of its ordinary shares of 20 pence each in the capital of the Company, subject to the following conditions:

- a) the maximum aggregate number of ordinary shares authorised to be purchased is 185,137,887;
- b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 20 pence (being the nominal value of an ordinary share);
- c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of (i) an amount equal to 105 per cent of the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from all London Stock Exchange Trading Systems;
- d) this authority shall expire at the close of the Annual General Meeting of the Company held in 2010 or 18 months from the date of this resolution (whichever is the earlier); and
- e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded, in whole or in part, after the expiry of this authority.



CP2 15/05/2009 203  
COMPANIES HOUSE

**T M Rayner**  
Company Secretary