



Rolls-Royce Group plc

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

At the ANNUAL GENERAL MEETING of ROLLS-ROYCE GROUP plc
held on Friday 6 May 2011, the following
Resolution was passed as an ORDINARY RESOLUTION

RESOLUTION

That subject to the Scheme referred to in Resolution 28 becoming effective, the proposed resolution of the shareholders of Rolls-Royce Holdings plc (Rolls-Royce Holdings) be approved

the directors of Rolls-Royce Holdings 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 Rolls-Royce Holdings' merger reserve, capital redemption reserve and/or such other reserves as the Rolls-Royce Holdings 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 in the capital of Rolls-Royce Holdings (C Shares) from time to time having the rights and being subject to the restrictions contained in the articles of association of Rolls-Royce Holdings from time to time or any other terms and conditions approved by the directors from time to time,
- b) pursuant to Section 551 of the Companies Act 2006 (the Act), to exercise all powers of Rolls-Royce Holdings to allot and issue 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 in the capital of the Rolls-Royce Group or Rolls-Royce Holdings on the register of members of Rolls-Royce Group or Rolls-Royce Holdings 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 Rolls-Royce Holdings or 18 months after the date on which the resolution is passed (whichever is the earlier) and so that such authority shall be additional to, and without prejudice to, the unexercised portion of any other authorities and powers granted to the directors, 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

Paul Davies
Deputy Company Secretary