

No 4706930

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 Wednesday, Friday, 6 May 2011, the following
Resolution was passed as an ORDINARY RESOLUTION

RESOLUTION

That the Rolls-Royce plc Share Purchase Plan, formerly known as the Rolls-Royce plc All Employee Share Ownership Plan, the main terms of which are described in Appendix 1 hereto and a copy of the rules of which are signed by the Chairman for identification purposes, be and is hereby renewed for a further ten years from the date of this meeting and the directors be and are hereby authorised to do all such things as they consider necessary or desirable to carry the plan into effect



A handwritten signature in black ink, appearing to read "Paul Davies".

Paul Davies
Deputy Company Secretary