

ROLLS-ROYCE GROUP LIMITED (the "Company")

Company No. 04706930

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS OF THE COMPANY PROPOSED BY THE DIRECTORS
WITH THE RESOLUTIONS NUMBERED 1 AND 2 HAVING EFFECT AS ORDINARY
RESOLUTIONS AND THE RESOLUTION NUMBERED 3 AS A SPECIAL RESOLUTION
OF THE COMPANY PURSUANT TO THE PROVISIONS OF PART 13 OF THE
COMPANIES ACT 2006**

CIRCULATION DATE: 22 December 2020

ORDINARY RESOLUTIONS

RESOLUTION 1:

THAT in accordance with section 551 of the Companies Act 2006, the Directors of the Company be generally and unconditionally authorized to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal value of £2,235,478,356.80 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the Directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

RESOLUTION 2:

THAT subject to the passing of Resolution 2, and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by Resolution 2 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:

(1) be limited to the allotment of equity securities up to an aggregate nominal amount of £2,235,478,356.80; and

(2) expire five years from the date of passing of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

SATURDAY



A9V57WXL

A07

09/01/2021

#312

COMPANIES HOUSE

SPECIAL RESOLUTION

RESOLUTION 3

THAT, the draft articles of association in substantially the form appended to this Written Resolution be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

The undersigned, being as at the circulation date the only eligible member of the Company pursuant to the provisions of Part 13 of the Companies Act 2006, hereby agrees to the resolutions set out above.

Signed:

Date: 22 December 2020



Name: Stephen Daintith

Duly authorised, for and on behalf of
Rolls-Royce Holdings PLC