

Company No. 7524813

Rolls-Royce Holdings plc
("the Company")

COMPANY LIMITED BY SHARES

At the Company's General Meeting held on Thursday 7 May 2020 at Kings Place, 90 York Way, London, N1 9AG, the following resolution was passed: -

SPECIAL RESOLUTION

That the Company's Articles of Association (Articles) be and are amended by:

— replacing Article 130 with the following new Article 130:

"Notwithstanding Article 129 above, the Board shall restrict the borrowings of the Company and exercise all voting rights and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings (if any) so as to secure (so far as regards subsidiary undertakings as by such exercise they can secure) that the aggregate amount for the time being remaining outstanding of all money borrowed by the Group (which expression in these Articles means the Company and its subsidiary undertakings for the time being) and for the time being owing to persons other than the Company and its wholly-owned subsidiary undertakings shall not, without the sanction of the Company in general meeting, exceed an amount of twelve billion pounds (£12,000,000,000).";

— deleting Article 131(a)(vi);

— inserting a new Article 131(g)(iii) as follows:

"sums classified as lease liabilities for the purposes of International Financial Reporting Standard 16 Leases;";

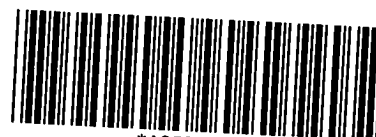
— deleting Article 132; and

— the consequential renumbering of subsequent Articles and the updating of all cross references.

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Nicola Carroll

Nicola Carroll
Deputy Secretary
Rolls-Royce Holdings plc

TUESDAY



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COMPANIES HOUSE