

No. 7524813

THE COMPANIES ACT 2006

FRIDAY



Rolls-Royce Holdings plc
('the Company')

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

At the Company's Annual General Meeting held on Thursday, 4 May 2017,
the following resolution was passed as a SPECIAL RESOLUTION

RESOLUTION

That the Section 561 amount as defined in article 12 of the Articles shall be £18,388,234 and the prescribed period for which the authority conferred by this resolution is given shall be a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the 2018 AGM of the Company or 15 months after the date on which this resolution is passed (whichever is the earlier).

P Coles
Company Secretary