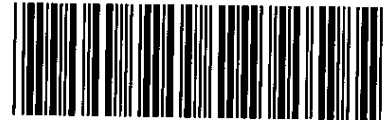


No. 7524813

THE COMPANIES ACT 2006

FRIDAY



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26/05/2017

#29

COMPANIES HOUSE

Rolls-Royce Holdings plc
(the Company')

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

At the Company's Annual General Meeting held on Thursday, 5 May 2016,
the following resolution was passed as a SPECIAL RESOLUTION:

RESOLUTION

That the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company:

- a) up to a nominal amount of £122,588,225 equal to the first Section 551 amount as defined in Article 12 of the Articles; and
- b) comprising equity shares up to a nominal amount of £245,176,450 of the second Section 551 amount as defined in Article 12 of the Articles; and
- c) the prescribed period as defined in Article 12 of the Articles for which the authorities conferred by this resolution are 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