

Mr A Sample
Address line 1
Address line 2
Address line 3
Address line 4
Address line 5

Before completing this form, please see the explanatory notes below and the notes to the Notice of the Annual General Meeting (AGM).

I/We hereby appoint the Chairman of the meeting as my/our proxy OR the following person:

Name of proxy

Please leave this box blank if you have selected the Chairman – Do not insert your own name. For the appointment of more than one proxy, see "multiple proxies" note below.

Number of shares

If left blank this proxy will be applied to your full voting entitlement.

to attend and, on a poll, vote for me/us at the AGM of Rolls-Royce Group plc to be held at 11.00am on Wednesday April 28, 2010 and at any adjournment of the meeting in the manner set out on this form. Unless otherwise instructed my/our proxy may vote or abstain as he/she sees fit on all the business of the meeting and on any amendment proposed to any resolution or on any other business transacted at the meeting.

Signature (Please sign in the box above. In the case of joint holdings, any one joint holder may sign.)

Date

Kindly note: This proxy form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised proxy form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The issuer and Computershare accept no liability for any instructions that do not comply with these conditions.

Control Number: 910294

SRN: XXXXXXXXXX

PIN: XXXX

Explanatory notes

Appointing a proxy

As an ordinary shareholder of Rolls-Royce Group plc you have the right to attend, speak and vote at the meeting. If you are unable to attend but still wish to vote, you may do so by using this form to appoint someone, known as a proxy, to act on your behalf. A proxy need not be a shareholder of the Company but must attend the AGM to represent you. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. Please indicate how you wish your proxy to vote by ticking the relevant boxes overleaf. Appointing a proxy will not prevent you from attending and voting at the meeting if you subsequently decide to do so.

Joint holders

In the case of joint shareholders, any one holder may sign this form. If more than one holder signs, only the vote of the first named on the register will be accepted.

Multiple proxies

To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0)870 703 0162 or you may copy this form. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.

Powers of attorney

If someone else signed this proxy form on your behalf, the power of attorney (or a notarially certified copy) authorising that person to sign must be deposited with this proxy form.

Execution by corporations

If a corporation appoints a proxy, this proxy form must be executed either under seal or under the hand of an attorney or an authorised officer of the corporation or in another manner authorised by its constitution.

Submitting your proxy by post

To be valid, this proxy form must be signed and sent to the Company's registrar, Computershare Investor Services PLC (the Registrar), The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom to be received not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. You should initial any amendments you make to this proxy form.

If the proxy form is posted in the United Kingdom there is no postage to pay, simply use the reply paid envelope provided. If the proxy form is posted outside the United Kingdom, you should return it in an envelope using the Registrar's address above. You will need to pay the postage.

Submitting your proxy online

You can register the appointment of a proxy online by going to www.eproxyappointment.com. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and Personal Identification Number (PIN) as printed above and agree to certain terms and conditions.

Submitting your proxy through the CREST system

CREST system users may appoint one or more proxies through the CREST system. For further details, please refer to the Notice of AGM or to the CREST manual. Proxies must be received not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.

Changing your proxy instructions

If you wish to change or terminate your proxy instructions or have any other questions, contact the Registrar's helpline on +44 (0)870 703 0162 between 8.30am and 5.30pm Monday to Friday or you can write to them at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom. If you have voted online or by CREST you can amend your proxy instructions by resubmitting them electronically as described above.

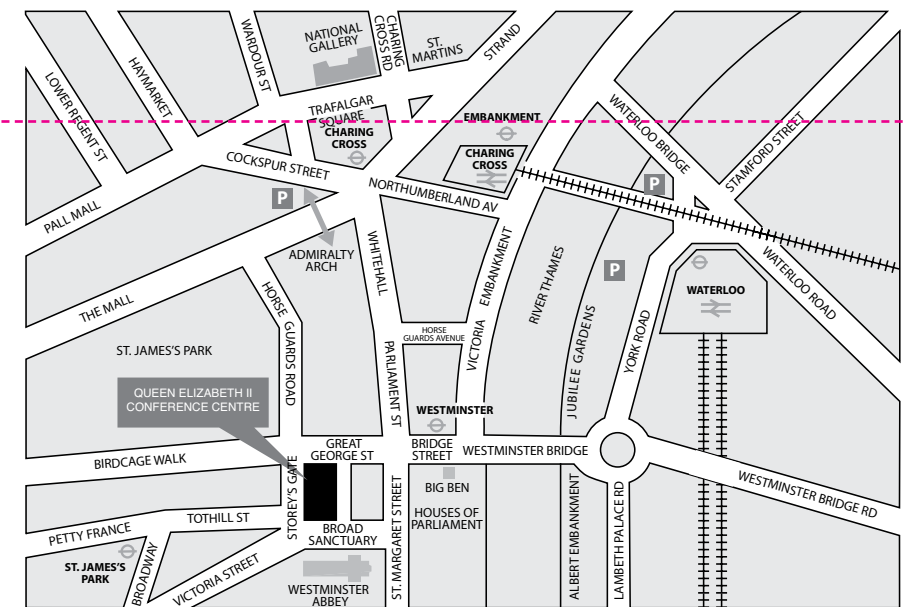
Personalisation line 1
Personalisation line 2
Personalisation line 3
Personalisation line 4

The Annual General Meeting (AGM) will be held at 11.00am on Wednesday April 28, 2010 at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE.

If you come to the AGM, please bring this card. You will be asked to produce it to show that you have the right to attend and speak at the meeting and participate in the poll. When you arrive at the meeting this admission card should be presented at one of the shareholder registration desks where it will be verified.

The Queen Elizabeth II Conference Centre offers access for disabled shareholders and a loop system for the hearing-impaired. If you have any special requirements please contact one of the Rolls-Royce staff on your arrival.

The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE



Entry: If you wish to attend the AGM, please bring this admission card with you. Admission is from 10.00am.

Refreshments: Light refreshments will be served before and after the meeting.

Underground: Exit at Westminster on Jubilee, Circle and District Lines (5 minutes walk)
Exit at St James's Park on Circle and District Lines (5 minutes walk)
Exit at Victoria on Victoria, Circle and District Lines (10 minutes walk)

By bus: Bus routes 24, 11 and 211 all stop nearby.

Security: For your safety and security there may be checks and bag searches of those attending the AGM. Cameras, mobile telephones and recording devices cannot be taken into the meeting but may be left with Security at the entrance.

It is not necessary to complete this poll card if you have already submitted your proxy vote (whether by post, online or through CREST) unless you wish to change the way you voted.

Ordinary resolutions	For	Against	Withheld
1. To receive the Directors' report and financial statements for the year ended December 31, 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' remuneration report for the year ended December 31, 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Peter Byrom ^{1,2,3} as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Professor Peter Gregson ^{1,2} as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Helen Alexander CBE ^{1,2,3} as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Dr John McAdam ^{1,2} as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Andrew Shilston as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To reappoint the auditors and to authorise the directors to agree their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the allotment and issue of C Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise political donations and political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special resolutions			
11. To adopt New Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the directors to call general meetings on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the directors to allot shares (s.551)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To disapply pre-emption rights (s.561)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Company to purchase its own ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Notes

¹ Member of remuneration committee. ² Member of nominations committee. ³ Member of ethics committee.

Please refer to the Notice of AGM for the full text of the resolutions

Signature (Please sign in the box above)

Date

In the case of joint holdings, any one joint holder may sign.
If you are voting as a corporate representative please sign the box above.



Please indicate how you wish your proxy to vote by ticking the relevant boxes below.
A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of the number votes for or against the resolution. If you fail to select any of the given options on a particular resolution, the proxy will vote or abstain as he/she thinks fit in respect of your shareholding.

Ordinary resolutions	For	Against	Withheld
1. To receive the Directors' report and financial statements for the year ended December 31, 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' remuneration report for the year ended December 31, 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Peter Byrom ^{1,2,3} as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Professor Peter Gregson ^{1,2} as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Helen Alexander CBE ^{1,2,3} as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Dr John McAdam ^{1,2} as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Andrew Shilston as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To reappoint the auditors and to authorise the directors to agree their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the allotment and issue of C Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise political donations and political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special resolutions			
11. To adopt New Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the directors to call general meetings on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the directors to allot shares (s.551)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To disapply pre-emption rights (s.561)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Company to purchase its own ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To assist us with arrangements please tick this box if you intend to attend the meeting in person			<input type="checkbox"/>

¹ Member of remuneration committee. ² Member of nominations committee. ³ Member of ethics committee.

Please refer to the Notice of AGM for the full text of the resolutions.

