

**THE BY-LAWS OF THE
ROLLS-ROYCE FOUNDATION.**

1) NAME OF THE FOUNDATION

- i) This organization shall be known as the Rolls-Royce Foundation. It shall be a charitable non-profit corporation organized and existing under the Laws of the Commonwealth of Pennsylvania and hereinafter is referred to as the "RRF."

2) PURPOSE OF THE RRF

- i) The RRF's purposes are:
 - (a) The preservation of the heritage of Sir Frederick Henry Royce, Hon. Charles Stewart Rolls, and Walter Owen Bentley and their motor cars. ✓
 - (b) To engage in any lawful charitable scientific or educational activity, which may include the creation and/or operation of motor car exhibits, libraries or museum especially relating to, but not limited to Rolls-Royce and Bentley motor cars and their associated companies in North America; and
 - (c) To sponsor and promote lectures and discussions on matters of scientific, engineering and cultural interest, or otherwise engage in any and all education purposes within the purview of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended; and
 - (d) To disburse funds and/or articles of value to other organizations who have a charitable purpose and to dispose of any articles by direct sale and/or private or public auction(s).
 - (e) To maintain an informal and fraternal liaison with the Rolls-Royce Owners' Club, the Rolls-Royce Enthusiasts Club, the Bentley Drivers' Club, The Silver Ghost Association, the Phantom III Society, The 20 Ghost Club, The Rolls-Royce Owners' Club of Australia, the Sir Henry Royce Memorial Foundation, The Sir Henry Royce Memorial Foundation of Australia, Rolls-Royce Motor Cars Limited, Bentley Motors Limited and/or any of their agents and other organizations with similar goals.
 - (f) To operate under the terms of and in accordance with the License agreement from Rolls-Royce plc dated 26th January 2000, in respect of the use by RRF of the name ROLLS-ROYCE and the trademarks therein referred to.

3) ADMINISTRATION.

- i) The RRF shall be administered by a Board of Directors who shall be responsible to the members for all matters relating to the administration, transactions, activities and affairs of the RRF.

4) OFFICES

- i) The Administrative Offices of the RRF shall be at 191 Hempt Road, Mechanicsburg, Pennsylvania 17050, United States of America or at such other address as the Directors may determine.
- ii) Certificate of Authority to do business in the Commonwealth of Pennsylvania shall be retained on file at the RRF's Administrative Offices.
- iii) The permanent Legal Address of the RRF will be the address as stated in the Certificate of Incorporation, or as stated in a duly authorized and filed amendment to the Certificate to be filed with the Secretary of State in Harrisburg, Pennsylvania.

5) CORPORATE SEAL

- i) The Corporate Seal of the RRF shall be circular in form, inscribed with the name of the Corporation, the year of incorporation, and the words "Pennsylvania"

6) CAPITALIZATION

- i) The RRF will not be capitalized and there will be no capital stock.

7) FISCAL YEAR

- i) The fiscal year of the RRF shall be from January 1 through December 31st. The Board of Directors shall convene an Annual General Meeting of the members within 12 months of the end of any fiscal year to transact such business as is appropriate to such meeting and to receive the audited annual accounts for said fiscal year for approval by the members

8) BOARD OF DIRECTORS

- i) The number of Directors on the Board of the RRF shall be twelve (12).
- ii) The Board of Directors shall be made up as follows:
 - (a) Five (5) of the Directors shall be members in good standing of the RRF and the Rolls-Royce Owners' Club who shall be nominated for election by the members by the Board of Directors of the Rolls-Royce Owners Club.
 - (b) So long as the Foundation is a licensee of Rolls-Royce plc, one (1) member shall be appointed by Rolls-Royce Plc. (the Rolls-Royce appointee)
 - (c) One (1) member is to be an "outside director" who is not a member of the Rolls-Royce Owners' Club, Inc. or of the RRF.
 - (d) Five (5) members each of whom must be a member in good standing of the RRF who shall be elected by the members of the RRF.

9) POLICY MANUAL

- i) The Board of Directors shall establish a Policy and Procedures Manual, detailing the policies and procedures to be followed in the running and administration of the RRF and its affairs. The policies and procedures of such Manual shall have the same force and effect as these bylaws but shall be subordinate to them. In all matters pertaining to the administration of the RRF, these bylaws shall be paramount. The Board of Directors may from time to time review the Policies and Procedures Manual and make such changes thereto as the Board may deem fit.

10) OFFICERS

- i) The officers of the RRF shall include:
 - (a) Chairman
 - (b) Vice Chairman,
 - (c) Secretary
 - (d) Treasurer
 - (e) Immediate Past Chairman
- ii) The qualifications, functions and duties of the Officers of the RRF shall be those qualifications, functions and duties as set out in the Policies and Procedures Manual which qualifications functions and duties are incorporated into these bylaws by this reference thereto. Officers shall be elected at the Board Meeting following the AGM as hereinafter provided and shall serve until replaced or reinstated following the next AGM.
- iii) With the exception of the Rolls-Royce appointee, Directors shall be elected for a three-year term and no director may serve as a Director in any capacity for more than 3 consecutive 3-year terms. Officers shall serve no more than three consecutive years in

any one office.

11) VACANCY IN THE OFFICES OF the RRF

- i) With the exception of the Rolls-Royce appointee,
 - (a) If a vacancy occurs on the Board of Directors or in the officers of the RRF, the Board of Directors may, by majority vote, fill the vacancy with an appropriately qualified candidate in accordance with Article 8 above for the unexpired period of a term in accordance with the procedure laid down in the Policy and Procedures Manual.
 - (b) The Board of Directors may declare vacant the office of a Director if he or she is declared of unsound mind by an Order of the Court or is convicted of felony or if within 60 (sixty) days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors and fulfill each requirement of a qualification as these Bylaws or the Policy and Procedures may specify.
 - (c) If the Directors remaining in office constitute less than a quorum, they may fill the vacancy by the affirmative vote of all the Directors remaining in office.
 - (d) A Director shall be elected to hold office for the unexpired term of his or her predecessor, or if there is no predecessor, until the next Annual General Meeting.
 - (e) All votes relating to membership of the Board of Directors shall be in writing in a form prescribed in the Policy and Procedures Manual and shall be recorded in an indelible ink. Balloting records shall be retained in the books and papers of the corporation

12) ELECTIONS OF OFFICERS/DIRECTORS

- i) The Board of Directors shall appoint as a subcommittee of the Board, a Nominating Committee who shall review all candidates for the post of Director as elected by the membership in accordance with Article 8.(ii) to ensure that they satisfy the qualifications for office. The Nominating Committee shall review each vacancy and may nominate one or more (but not more than three) candidates for each vacancy. Any candidate nominated by the Nominating Committee shall be deemed to have satisfied the qualifications for office and the decision of the Nominating Committee will be final in this regard.
- ii) A candidate for the office of Director to be elected by the membership in accordance with Article 8.(ii)(d) above may also be proposed directly by the membership; such a candidate must satisfy the Nominating Committee as to their qualification for office and must be proposed by a member in good standing of the RRF and seconded by at least five other members in good standing of the RRF.
- iii) The Nominating Committee shall comprise three members of the Board including the Immediate Past Chairman of the RRF if still on the Board and of the other two other current directors of the Board of the RRF, only one shall be an appointee of the Rolls-Royce Owners Club in accordance with Article 8.b.1.
- iv) Nominating Committee members may serve no more than three consecutive one year terms.

13) LIMITED LIABILITIES OF DIRECTORS

- i) An Officer or Director shall not be personally liable for monetary damages as such for any action taken or any failure to take any action unless the Officer has breached or failed to perform the duties of his or her office under Section 8363 of the Directors Liability Act (relating to standards of care and justifiable reliance) and the breach or failure to perform constitutes self-dealing willful misconduct or recklessness, the provisions of this section shall not apply to the responsibility or liability of a Officer pursuant to any

criminal statute; of the liability of a Officer for the payment of taxes pursuant to local, state or federal law.

14) INDEMNIFICATION

- i) The RRF shall have the power to indemnify any person authorized by the Pennsylvania Nonprofit Foundation Act, as the same may be amended from time to time, in the manner prescribed therein, to the full extent allowed thereby.
- ii) A Director of the RRF shall not be liable to the RRF for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision does not eliminate or limit the liability of a Director for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- iii) The RRF shall indemnify each present and future Director and Officer of the RRF, and his or her heirs, executors and administrators, to the full extent allowed by the laws of the State of Pennsylvania, both as now in effect and as hereafter adopted. To the extent permitted by the Pennsylvania Nonprofit Foundation Act, as amended, the rights of indemnification provided in this Article shall be in addition to any rights to which any such Director, Officer, employee, or other person may otherwise be entitled by contract or as a matter of law.
- iv) The RRF shall have the power by action of the Board of Directors to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the RRF, or who, while a Director, Officer, employee, or agent of the RRF, is or was serving at the request of the RRF as a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or incurred by him in any such capacity or arising out of his status as a Director, Officer, employee, or agent, whether or not the RRF would have the power to indemnify him or her against such liability.
- v) The Board of Directors shall have the power to select depositories for the funds of the RRF and power to direct the method and manner of signing checks, notes, and other instruments binding on the RRF.

15) REMUNERATION & COMPENSATION

- i) Directors of the RRF shall receive no compensation for their services to the Board or the RRF for their duties in their elected office.
- ii) Board members will be reimbursed for out-of-pocket expenses related to the performing of their RRF duties according to Policy and Procedures Manual.
- iii) The RRF Directors will not be compensated for professional services provided to the RRF.

16) REMOVAL OF DIRECTORS

- i) With the exception of the Rolls-Royce appointee, any Director may be removed without cause by a vote of two-thirds of the Directors then in office.

17) RESIGNATION OF A DIRECTOR

- i) A Director may resign by tendering notice in writing to the Board of Directors, Chairman or the Executive Director. A resignation shall be effective when notice thereof is so delivered, unless the notice specifies a later effective date.

18) RELIANCE UPON INFORMATION, OPINIONS REPORTS, OR STATEMENTS

- i) To the full extent allowed by law, a member of the Board of Directors, or a member of any committee of the Board of Directors, shall, in the performance of his or her duties, be protected in relying in good faith upon information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- ii) One or more Officers or employees of the RRF whom the Director reasonably believes to be reliable and competent in the matters presented;
- iii) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- iv) A committee of the Board of Directors of which he is not a member if the Director reasonably believes the committee merits confidence.

19) EXECUTIVE DIRECTOR.

- i) The Board of Directors may appoint an Executive Director who shall be responsible to the Board of Directors for the day to day running of the RRF and its affairs. The Executive Director shall attend Board meetings. The Executive Director shall be entitled to speak; the Executive Director shall not constitute a member of the Board for the purposes of determining a quorum neither shall the Executive Director have a vote. The Executive Director shall not be present during the Board's discussion of matters relating to the employment of the Executive Director.

20) AUTHORITY AND PROCEDURE

- i) All meetings of the Directors and of any sub-committee of the RRF shall be conducted in accordance with Roberts Rules of Order in so far as they do not conflict with these Bylaws. Where there is a conflict between Roberts Rules of Order and these bylaws either as to substance or interpretation, these bylaws shall prevail.

21) ANNUAL GENERAL MEETING

- i) The Board of Directors shall convene an Annual General Meeting of the RRF in accordance with Article 7 above. Notice convening the meeting shall be sent to each member at least 28 days prior to the date of the meeting. At the Annual General Meeting of the RRF, the Directors shall transact the following business:
 - (a) To receive a report by the Secretary on the proceedings of the RRF during the preceding year which shall include a statement of the number of members in each category of membership at the end of the said fiscal year
 - (b) To receive the Audited Accounts for the said fiscal year and a Report by the Treasurer on the financial state of the RRF during the said year.
 - (c) To approve the appointment of the Auditors for the current year and to approve their remuneration.
 - (d) To elect candidates to vacancies on the Board of Directors in accordance with Article 8(ii)(d) above.
 - (e) To approve the appointed candidate of outside Director in accordance with Article 8(ii)(c) above
 - (f) To elect candidates nominated by Directors of the Rolls-Royce Owners Club in accordance with Article 8(ii)(a) above to vacancies on the Board of Directors.
 - (g) To install the newly elected Board members.
 - (h) To consider and vote on any motion properly submitted for consideration at the meeting either by the Board or by the membership
 - (i) To open the meeting to members for general questions and comments to the Board

22) MEETINGS OF THE BOARD OF DIRECTORS.

- i) An Annual Meeting of the Board of Directors shall be held immediately following the AGM or as soon thereafter as practicable.

or as soon thereafter as practicable.

- ii) At least one other regular meeting of the Board of Directors shall take place at such time and place as the Board shall designate.
- iii) All meetings of the Board of Directors shall be in private unless the Board by majority vote decides that a particular meeting shall be a general meeting of the members.
- iv) The Chairman shall be the Chairman of the Board and shall preside at the AGM, or in the absence or incapacity of the Chairman, the next senior officer taken in the order set out in Article 10 above shall take the Chair.

23) SPECIAL MEETINGS OF THE BOARD OF DIRECTORS.

- i) A special meeting of the Board of Directors may be called by the Chairman at such times as the Chairman shall deem necessary, or by a majority of Directors by written request.
- ii) Notice of any meeting of the Board of Directors shall be given to each Director at least 14 days before the date of the meeting:-
- iii) Such notice must be in writing, and may be communicated in person, by telegraph, teletype, e-mail or other form of wire or wireless communication, or by mail or private carrier.
- iv) Notice of an adjourned meeting need not be given if the time and place to which such meeting is adjourned are fixed at the meeting at which the adjournment is taken provided the period of adjournment does not exceed one (1) month in any one (1) adjournment.
- v) At the adjourned meeting, the Board of Directors may transact any business which might have been transacted at the original meeting.
- vi) A waiver of any notice under Article 23(ii) above shall require at least two thirds (2/3) approval of the Board of Directors.

24) QUORUM.

- i) A Quorum for an Annual General Meeting of the Club shall 10 members.
- ii) A Quorum for the Board of Directors shall at all times be a minimum of 50% of the Directors duly elected and then serving in office.
- iii) If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present at the time of the vote is the act of the Board of Directors, except where the vote of a greater proportion of the Directors duly elected is required by these Bylaws or by the Pennsylvania Nonprofit Foundation Act in connection with transactions involving Director and Officer conflicts of interest; Bylaw amendments; charter amendments; mergers; and the sale, lease, exchange or other disposition of all or substantially all of the RRF's assets other than in the regular course of activities.
- iv) When a quorum is once present at a general meeting of the Foundation or at a meeting of the Board of Directors, it is not broken by the subsequent withdrawal of any of those present.

25) DECISIONS OF THE BOARD OF DIRECTORS.

- i) Any act of a majority of Directors present and voting at a Board meeting quorate under this Article shall be an act of the Board of Directors.
- ii) Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if the consent or consents in writing setting forth the action so taken shall be signed by at least a majority of all Directors and shall be filed with the Secretary of the RRF.

- iii) Members of the Board of Directors, or any sub-committee of the Board of Directors, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting, and participation in such a meeting shall constitute presence in person at such a meeting.
- iv) Each Director shall be entitled to cast one vote.
- v) Cumulative and proxy votes shall not be taken into account in any Meeting of the Board of Directors or any sub-committee of the RRF.

26) COMMITTEES

- i) The Chairman or the Board of Directors may create such committees as may be determined to be helpful in discharging the Board's responsibilities.
- ii) Each such committee shall consist of such persons, whether Directors or others, as may be approved by the Board of Directors,
- iii) Each committee shall perform such functions as may be lawfully assigned to it by the Board of Directors.
- iv) So far as applicable, the provisions of these bylaws relating to meetings, notice and waiver of notice of meetings and quorum voting requirements of the Board of Directors shall apply equally to the committees.
- v) All such committees shall be sub-committees of the Board of Directors and shall be subject to the authority of the Board of Directors.
- vi) In any contentious matter involving either directly or indirectly a committee or sub-committee, the decision of the Board of Directors shall be final and absolute.

27) RECORDS

- i) The Board of Directors shall maintain permanent records of all their proceedings and shall require to be kept a permanent record of the proceedings of all committees of the RRF.
- ii) These records, and the books and financial records of the RRF shall be kept at the office of the RRF specified in Article 4 above, or such place or places as the Board of Directors may from time to time determine.
- iii) All of these books and records shall be subject to the inspection of any Director during normal business hours at the said offices of the RRF. d. The RRF shall keep a copy of the following records at its principal office:
 - (1) The charter or restated charter and all amendments currently in effect;
 - (2) These Bylaws;
 - (3) A list of the names and business and/or home address of each of its current Directors and Officers;
 - (4) All annual reports and records of Annual General Meetings;
 - (5) In so far as permitted by National Law in the country of residence, the name, address and car ownership details of each current member of the RRF.
 - (6) A minute of all meetings of the Board and of all the committees and sub-committees.

28) CONSENT OF DIRECTORS IN LIEU OF MEETING

- i) Any action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting, provided:-
 - (1) All Directors or committee members consent to taking such action without a

meeting, then the affirmative vote of the number of Directors or committee members that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors or committee thereof, as the case may be, and such action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director or committee member, and indicating each signatory's vote or abstention on the action, and such written consent or consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

- (2) For the avoidance of doubt, written consents and signatures may be given by electronic transmission.
 - (3) Any action taken under this Section shall be effective when the last Director or committee member signs the consent, unless the consent specifies a different effective date.
 - (4) A consent signed under this Section shall have the effect of a meeting vote and may be described as such in any document.
- ii) Nothing in this Section shall be used to approve dissolution, merge^{or} or the sale, pledge, or transfer of all or substantially all of the RRF's assets; elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or amend or repeal the charter of these Bylaws or adopt new Bylaws.

29) CLASSES OF MEMBERSHIP

- i) There shall be three (3) primary classes of Membership:
 - (a) Regular members - Regular members shall pay the annual dues and be entitled to all the rights and privileges of membership in the RRF.
 - (b) Life Members - Life membership is available to those individuals who make a single payment to be determined periodically by the Board of Directions that entitles them to lifelong membership in the RRF without additional dues payments.
 - (c) Benefactors are those individuals who have made a single donation of as prescribed by the Policy and Procedures Manual and shall not be subject to annual dues.
 - (d) Honorary Membership - At the Board's discretion, honorary membership may be granted to individuals or corporations deemed worthy of such distinction; honorary members shall not be subject to annual dues.
 - (e) Other types of membership may be prescribed by the Board of Directors from time to time according to the best interest of the RRF.
 - (f) Regular Members, Life Members and Benefactors shall all be entitled to vote at an Annual General Meeting. Honorary and other members shall be entitled to attend an AGM but shall not be entitled to vote thereat.
- ii) Prospective members shall apply for membership by submitting an official application to the RRF at its Administrative Offices as set out in Article 4 above.

30) ELIGIBILITY FOR MEMBERSHIP

- i) Membership in the RRF shall be open to any person in sympathy with the mission and purposes of the RRF and who complies with the requirements set forth in these by-laws.

31) DUES

- i) Annual dues shall be determined by simple majority vote of the Board of Directors.
- ii) Annual dues shall be assessed on a basis consistent with the RRF fiscal year.
- iii) The Board may also designate member benefits for each type of membership.

32) TERMINATION, SUSPENSION, MEMBERSHIP RENEWAL

- i) Where annual dues are payable, all privileges of membership shall cease if a members dues are unpaid after final notice.
- ii) A member may resign by letter addressed to the RRF. Membership shall cease upon receipt of such letter.
- iii) The Board may expel any member whose conduct is judged to be not in keeping with the stated goals of the RRF or whose conduct is judged to be harmful to the interests of the RRF, Bentley Motors Limited, Rolls-Royce Motor Cars Limited or Rolls-Royce plc, or who uses the title or office of the Foundation for commercial or any other improper benefit or purpose or whose actions are likely to bring the name of the RRF and the trade marks and trade names of Bentley Motors Limited, Rolls-Royce Motor Cars Limited and Rolls-Royce plc into disrepute.
- iv) A member expelled under (c) above shall be entitled to be heard in accordance with the procedures laid down in the Policies and Procedures Manual; pending such hearing, said member shall be deemed to be suspended from membership; expulsion shall not become final until the said procedures have been determined.

33) TREASURER

- i) The Treasurer shall:-
 - (a) be responsible to the Board of Directors for all the financial matters of the RRF
 - (b) have custody of the RRF's funds and securities.
 - (c) keep or cause to be kept full and accurate account of financial transactions in books belonging to the RRF.
 - (d) Deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the RRF in such depositories as may be designated by the Board of Directors.
 - (e) Disburse or cause to be disbursed the funds of the RRF as required in the ordinary course of business or as may be ordered by the Board, taking proper vouchers for such disbursements.
 - (f) Render to the Chairman and Directors at the regular meetings of the Board, or whenever they may require it, an account of all financial transactions and the financial condition of the RRF.
 - (g) Perform such other duties as are generally performed by a Treasurer of a corporation and such duties as may be prescribed by the Board of Directors or the Chairman.
 - (h) Serve as Chair of any Finance & Budget or similar committee established by the Board of Directors.
 - (i) To prepare and present books and papers of the RRF to the appointed auditors for annual audit in sufficient time for a financial statement including a profit and loss account and balance sheet to be circulated to the membership with the Notice Convening the AGM
 - (j) In the event of his or her inability or refusal to act, any Assistant Treasurer appointed by the Chairman may perform the duties of the Treasurer, and when so acting shall have the powers and be subject to all the restrictions upon the Treasurer.

34) PROCEDURE FOR AMENDMENT OF THESE BYLAWS.

- i) Suggested amendments to the bylaws shall be submitted to the Board of Directors for consideration at a meeting of said Board and the Board shall vote on the proposed amendments at the next meeting of the Board, or by mail no later than ninety (90)

days following the date of said first meeting.

- ii) So long as the Foundation is a licensee of Rolls-Royce plc under Article 2(I)(f) or such other agreement as from time to time may be in force permitting the Foundation to use the name ROLLS-ROYCE or any other of the trademarks of Rolls-Royce plc, no amendment to the bylaws or to the Policies and Procedures Manual shall be adopted without the consent in writing of either the Rolls-Royce plc or of their appointee to the Board under Article 8(ii)(b) above
- iii) Subject to the approvals required under Article 34(ii) above, approval of the amendments by the Board shall be by simple majority vote of the Board of Directors.
- iv) The amended bylaws as approved by the Board of Directors shall be put before the membership at the next General Meeting of the Foundation for approval and shall come into force at the conclusion of the General Meeting at which they are approved by the membership.

35) PUBLICATION OF AMENDMENTS AND APPROVAL

- i) After approval by the Board of Directors, the amendments to the bylaws will be published in RRF publication(s) and on the RRF website and thereafter shall be presented to the membership for adoption by majority vote at the next Annual General Meeting.

36) COMING INTO FORCE

- i) An amendment to these bylaws shall come into full force and effect at the conclusion of the General Meeting of the Members at which it is adopted.
- ii) For the avoidance of doubt, amendments to procedural and other matters in the Policies and Procedures Manual specifically imported into these bylaws by reference shall not require adoption at an Annual General Meeting before coming into force.

37) INVALIDITY

- i) In the event any provision of these Bylaws or of the Policies and Procedures Manual is found invalid under the laws of the State of Pennsylvania or other competent jurisdiction, the invalid provision or provisions shall be deemed to be altered in such manner as is necessary to conform to the prevailing law. Notwithstanding such alterations, as may be necessary, all other provisions of these Bylaws and the Policies and Procedures Manual shall remain in full force and effect as written.

Adopted in General Meeting this 20th day of February 2009 Confirmed by:

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[Handwritten signatures] RRF
2 Feb. 2009,

Board Members of the Rolls-Royce Foundation.