

RNS Number : 2548E Rolls-Royce Holdings plc 04 May 2017

ROLLS-ROYCE HOLDINGS PLC ANNUAL GENERAL MEETING 4TH MAY 2017 FINAL POLL VOTING FIGURES

| ORDINARY RESOLUTIONS | | | | TOTAL VOTES | VOTES | |
|----------------------|--|---------------|------------|----------------------------|-------------------|-------|
| | | FOR | AGAINST | (excluding votes withheld) | VOTES WITHHELD | %FOR |
| Resolution 1 | STRATEGIC REPORT, THE DIRECTORS' REPORT & FINANCIAL STATEMENTS | 1,406,408,288 | 118,842 | 1,406,527,130 | 12,732,443 | 99.99 |
| Resolution 2 | DIRECTORS' REMUNERATION POLICY | 1,400,400,200 | 110,042 | 1,400,321,130 | 12,702,440 | 99.99 |
| | | 1,357,109,903 | 59,613,198 | 1,416,723,101 | 2,505,008 | 95.79 |
| Resolution 3 | DIRECTORS' REMUNERATION REPORT | | | | | |
| | | 1,390,482,627 | 17,243,067 | 1,407,725,694 | 11,527,537 | 98.78 |
| Resolution 4 | ELECT STEPHEN DAINTITH | | | | | |
| | | 1,409,945,136 | 6,681,926 | 1,416,627,062 | 2,624,934 | 99.53 |
| Resolution 5 | RE-ELECT IAN DAVIS | | | | | |
| | | 1,409,676,130 | 7,013,722 | 1,416,689,852 | 2,573,832 | 99.50 |
| Resolution 6 | RE-ELECT WARREN EAST | 1.411.460.002 | 5.210.498 | 1.416.670.500 | 2,593,255 | 99.63 |
| Resolution 7 | RE-ELECT LEWIS BOOTH CBE | 1,411,400,002 | 3,210,430 | 1,410,070,300 | 2,000,200 | 33.00 |
| | | 1,400,473,389 | 16,151,292 | 1,416,624,681 | 2,638,241 | 98.86 |
| Resolution 8 | RE-ELECT RUTH CAIRNIE | 4 444 500 077 | 5,000,400 | 4 440 000 400 | 0.000.404 | 00.04 |
| Resolution 9 | RE-ELECT SIR FRANK CHAPMAN | 1,411,563,977 | 5,069,423 | 1,416,633,400 | 2,622,464 | 99.64 |
| | | 1,411,553,512 | 5,082,113 | 1,416,635,625 | 2,619,585 | 99.64 |
| Resolution 10 | RE-ELECT IRENE DORNER | | | | | |
| December 22 | DE ELECT LEE LICIEN | 1,411,028,449 | 5,590,925 | 1,416,619,374 | 2,636,331 | 99.61 |
| Resolution 11 | RE- ELECT LEE HSIEN | 1 | | | | |

| | YANG | | | | | |
|---------------|---|---------------|------------|---------------|------------|--------|
| | | 1,411,074,160 | 5,547,718 | 1,416,621,878 | 2,633,076 | 99.61 |
| Resolution 12 | RE- ELECT BRADLEY SINGER | | | | | |
| | | 1,403,820,962 | 12,856,173 | 1,416,677,135 | 2,587,157 | 99.09 |
| Resolution 13 | RE- ELECT SIR KEVIN SMITH | | | | | |
| | | 1,411,601,965 | 5,032,925 | 1,416,634,890 | 2,619,617 | 99.64 |
| Resolution 14 | RE-ELECT JASMIN STAIBLIN | | | | | |
| | | 1,401,381,287 | 15,245,715 | 1,416,627,002 | 2,628,235 | 98.92 |
| Resolution 15 | RE-APPOINT KPMG LLP | | | | | |
| | | 1,394,683,578 | 12,154,644 | 1,406,838,222 | 12,423,512 | 99.14 |
| Resolution 16 | AUDITOR'S REMUNERATION | | | | | |
| | | 1,416,026,067 | 707,580 | 1,416,733,647 | 2,525,996 | 99.95 |
| Resolution 17 | PAYMENT TO SHAREHOLDERS | | | | | |
| | | 1,417,031,489 | 53,317 | 1,417,084,806 | 2,180,410 | 100.00 |
| Resolution 18 | POLICITAL DONATIONS | | | | | |
| | | 1,329,533,421 | 15,710,605 | 1,345,244,026 | 73,996,524 | 98.83 |
| Resolution 19 | ROLLS-ROYCE LONG-TERM INCENTIVE PLAN | | | | | |
| | | 1,354,940,513 | 61,820,978 | 1,416,761,491 | 2,502,710 | 95.64 |

| SPECIAL RESOLUTIONS | | FOR | AGAINST | TOTAL VOTES (excluding votes withheld) | VOTES WITHHELD | %FOR |
|---------------------|--|---------------|-------------|--|-------------------|-------|
| Resolution 20 | ALLOTMENT OF SHARES (section 551 amount) | | | | | |
| | | 1,289,645,415 | 126,950,882 | 1,416,596,297 | 2,674,830 | 91.04 |
| Resolution 21 | DISAPPLICATION OF PRE- EMPTION RIGHTS (section 561 amount) | | | | | |
| | - | 1,415,055,287 | 1,400,850 | 1,416,456,137 | 2,806,187 | 99.90 |
| Resolution 22 | AUTHORITY TO PURCHASE OWN ORDINARY SHARES | | | | | |
| | | 1,402,896,950 | 13,340,683 | 1,416,237,633 | 3,024,307 | 99.06 |
| Resolution 23 | NEW ARTICLES OF ASSOCIATION | | | | | |
| | | 1,415,975,553 | 497,517 | 1,416,473,070 | 2,790,147 | 99.96 |

A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.

NOTE - % FOR excludes withhold votes within the calculation

% of Issued Share Capital Voted 77.01%