

ROLLS-ROYCE HOLDINGS PLC 2017 ANNUAL GENERAL MEETING



Rolls-Royce

NOTIFICATION OF AVAILABILITY

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR ATTENTION.

If you are in any doubt about the action you should take, you are recommended to seek your own advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000.

CONTROL NUMBER: 914071

SRN:

PIN:

ANNUAL REPORT 2016

The Rolls-Royce Holdings plc Annual Report 2016 is now available on the Company's website at www.rolls-royce.com.

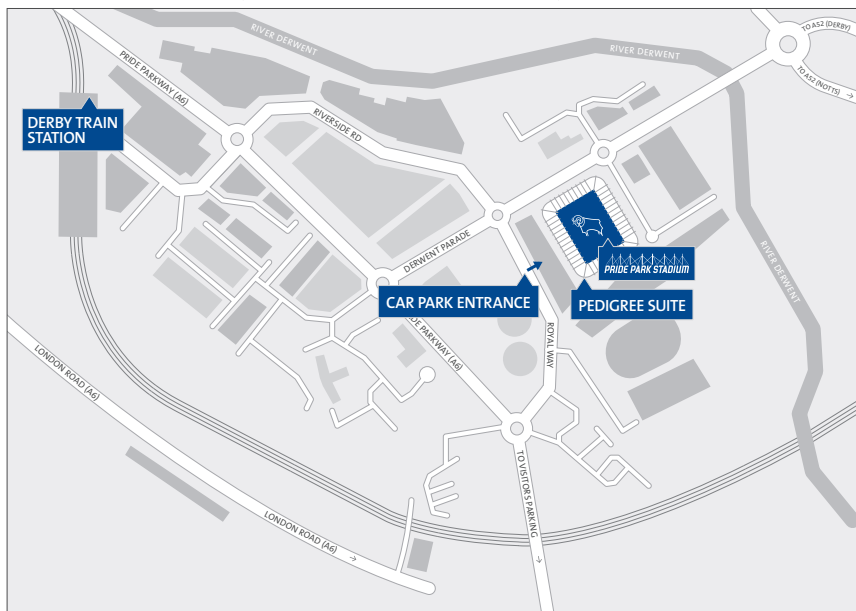
ANNUAL GENERAL MEETING (AGM)

The AGM will be held at 11.00am (BST) on Thursday 4 May 2017 at Pride Park Stadium, Pride Park, Derby, DE24 8XL. The formal Notice setting out the resolutions to be considered is available on the Company's website. A paper copy of the Annual Report and of the Notice is available free of charge on request from our Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom, tel: +44 (0)370 703 0162, email: webqueries@computershare.co.uk.

VOTING AT THE AGM

You can vote by post by returning the attached proxy card in the envelope provided, online at www.investorcentre.co.uk/eproxy or by using the QR Code printed on the form of proxy. You will need the Control Number, Shareholder Reference Number (SRN) and Personal Identification Number (PIN) as printed above. Explanatory notes can be found on the proxy card. If you are planning to join us at the AGM please print the attached attendance card and bring it with you to the meeting.

PRIDE PARK STADIUM (SOUTH WEST PEDIGREE SUITE)



HOW TO GET THERE

BY RAIL

The nearest station to Pride Park Stadium is Derby train station.

Shuttle buses from the train station – exit the train station via the rear entrance signposted Pride Park. Shuttle buses will operate between the rear of the station and Pride Park Stadium from 9.45am until 10.45am (BST) and will operate return journeys between 12.30pm and 1.30pm (BST).

Walking from the train station – it takes approximately 15 minutes to walk to Pride Park Stadium from the train station. Exit the train station via the rear entrance, signposted Pride Park. The stadium is clearly signposted. Please use the entrance for the South West Pedigree Suite.

Taxi from the train station – it takes approximately five minutes to reach Pride Park Stadium in a taxi. Exit the train station via the front entrance. The taxi rank is to the left of the station.

BY CAR – FROM THE M1

Leave the M1 at junction 25, the A52 interchange. Follow the A52/Brian Clough Way towards Derby for 5.5 miles until you see the exit for Pride Park. Take the exit to Pride Park onto Wyvern Way and at the roundabout take the third exit onto Derwent Parade. Pride Park Stadium is in front of you. At the next roundabout take the second exit and stay on Derwent Parade. At the third roundabout take the first exit onto Royal Way. Follow the signs to the West Car Park and use the entrance for the South West Pedigree Suite.

For satellite navigation systems please use postcode DE24 8XL.

ROLLS-ROYCE HOLDINGS PLC 2017 ANNUAL GENERAL MEETING

ATTENDANCE CARD

If you wish to attend the AGM, please bring this card with you. You will be asked to produce it at one of the shareholder registration desks to show that you have the right to attend and speak at the meeting and participate in the poll. A poll card for use at the meeting itself is set out below. In the case of a corporation, a letter of representation must be lodged on registration in accordance with Section 323 of the Companies Act 2006.

Admission is from 10.00am and light refreshments will be served before and after the meeting. For your safety and security there may be checks and bag searches of those attending the AGM. Photography and other recordings are not allowed in the hall and you may be asked to leave cameras and other recording devices with a member of our security team. All mobile phones must be switched off for the duration of the meeting. Please note that sign language interpreters will not be present at the AGM. Pride Park Stadium offers access for disabled shareholders and a loop system for those with impaired hearing. If you have any other special requirements please talk to one of the Rolls-Royce staff in attendance on the day.

POLL CARD (ONLY FOR USE AT THE AGM)

A poll card for use at the meeting is set out below. You do not need to complete this poll card if you have already submitted a proxy form unless you wish to change the way you voted.

ORDINARY RESOLUTIONS

	For	Against	Withheld
1. To receive the Strategic report, the Directors' report and the audited Financial statements for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' remuneration policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' remuneration report for the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Stephen Daintith as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Ian Davis ^{2,*} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Warren East CBE as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Lewis Booth CBE ^{1*,2,5} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Ruth Cairnie ^{2,3*,5} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Sir Frank Chapman ^{2,3,4*} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Irene Dorner ^{1,2,4} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Lee Hsien Yang ^{1,2,4} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Bradley Singer ⁵ as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect Sir Kevin Smith ^{2,3,5*} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-elect Jasmin Staiblin ^{2,5} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ORDINARY RESOLUTIONS

	For	Against	Withheld
15. To re-appoint KPMG LLP as the Company's auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise payments to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise political donations and political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To approve the Rolls-Royce Long-Term Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL RESOLUTIONS

	For	Against	Withheld
20. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. To authorise the Company to purchase its own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. To adopt the new Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTES

¹ Member of Audit Committee.

² Member of Nominations & Governance Committee.

³ Member of Remuneration Committee.

⁴ Member of Safety & Ethics Committee.

⁵ Member of Science & Technology Committee.

* Denotes chairman of committee.

* Denotes Chairman of the Company.

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.

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ROLLS-ROYCE HOLDINGS PLC 2017 ANNUAL GENERAL MEETING



Rolls-Royce

PROXY FORM

CONTROL NUMBER: 914071

SRN:

PIN:

BEFORE COMPLETING THIS FORM, PLEASE READ THE EXPLANATORY NOTES BELOW AND THE NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING (AGM).

EXPLANATORY NOTES

APPOINTING A PROXY

As an ordinary shareholder of Rolls-Royce Holdings 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. A vote withheld option is provided to enable you to abstain on any particular resolution. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of the number of votes for or against the resolution. Appointing a proxy will not prevent you from attending and voting at the meeting if you subsequently decide to do so. If no voting indication is given, your proxy may vote or abstain from voting at his or her discretion.

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)370 703 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 signs 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 A COMPANY

In the case of a shareholder which is a company, a proxy form must be executed under its common seal or signed on its behalf by a duly authorised person or in a manner authorised by its constitution.

SUBMITTING YOUR PROXY BY POST

The proxy form should be completed strictly in accordance with the instructions printed on it and should be returned as soon as possible. In order for your votes to be counted, the proxy form must reach our Registrar – Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom, by no later than 11.00am (BST) on Tuesday 2 May 2017. 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 pre-paid envelope provided. If the proxy form is posted from 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

Instead of posting the form, you can register the appointment of a proxy card online by going to www.investorcentre.co.uk/eproxy or by using the QR Code below. 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 (www.euroclear.com/CREST). 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)370 703 0162 between 8.30am and 5.30pm (BST) Monday to Friday or you can write to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, United Kingdom, or email webqueries@computershare.co.uk.

If you have voted online or by CREST you can amend your proxy instructions by resubmitting them electronically as described above.



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This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed above. This personalised 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.

ROLLS-ROYCE HOLDINGS PLC 2017 ANNUAL GENERAL MEETING

PROXY FORM CONTINUED

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

NAME OF PROXY

NUMBER OF SHARES¹

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 the 'multiple proxies' note overleaf.

¹ If left blank this proxy will be applied to your full voting entitlement.

to attend, speak and vote for me/us at the AGM of Rolls-Royce Holdings plc to be held at 11.00am (BST) on Thursday 4 May 2017 and at any adjournment of the meeting in the manner set out on this form. I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the AGM. 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.

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Date

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