

## Rolls-Royce Holdings plc

### Results of Annual General Meeting and General Meeting

The Annual General Meeting of Rolls-Royce Holdings plc was held at 11.00am and the General Meeting was held at 12:00pm at Kings Place, 90 York Way, London, N1 9AG on Thursday 7 May 2020.

#### Annual General Meeting

The poll results on all 23 resolutions at the Annual General Meeting were as follows:

Ordinary Resolutions		For	Against	Total Votes (Excluding Votes Withheld)	Votes Withheld	%For
Resolution 1	Company's accounts and the reports of the Directors and the auditor	1,405,519,329	6,974,821	1,412,494,150	22,036,554	99.51
Resolution 2	Directors' remuneration policy	1,380,264,437	46,667,350	1,426,931,787	7,597,751	96.73
Resolution 3	Directors remuneration report	1,424,182,299	9,155,974	1,433,338,273	1,192,855	99.36
Resolution 4	Re-elect Sir Ian Davis	1,432,536,761	1,710,671	1,434,247,432	286,063	99.88
Resolution 5	Re-elect Warren East CBE	1,432,654,045	1,356,196	1,434,010,241	524,873	99.91
Resolution 6	Re-elect Stephen Daintith	1,428,155,447	5,656,491	1,433,811,938	723,111	99.61
Resolution 7	Re-elect Lewis Booth CBE	1,424,588,000	9,511,389	1,434,099,389	435,334	99.34
Resolution 8	Re-elect Sir Frank Chapman	1,431,636,782	1,747,251	1,433,384,033	1,150,582	99.88
Resolution 9	Elect George Culmer	1,432,260,046	1,753,298	1,434,013,344	521,626	99.88
Resolution 10	Re-elect Irene Dörner	1,432,318,616	1,771,937	1,434,090,553	443,218	99.88
Resolution 11	Re-elect Beverly Goulet	1,432,614,701	1,499,220	1,434,113,921	421,232	99.90
Resolution 12	Re-elect Lee Hsien Yang	1,432,681,825	1,416,002	1,434,097,827	437,261	99.90
Resolution 13	Re-elect Nick Luff	1,432,619,734	1,483,139	1,434,102,873	430,503	99.90
Resolution 14	Re-elect Sir Kevin Smith CBE	1,432,669,901	1,469,396	1,434,139,297	395,344	99.90
Resolution 15	Re-elect Jasmin Staiblin	1,424,868,581	8,934,899	1,433,803,480	731,296	99.38
Resolution 16	Elect Dame Angela Strank	1,395,059,204	38,761,818	1,433,821,022	714,107	97.30
Resolution 17	Re-appoint PricewaterhouseCoopers LLP (PwC)	1,433,692,606	455,690	1,434,148,296	379,141	99.97
Resolution 18	Auditor's remuneration	1,433,835,498	288,782	1,434,124,280	410,074	99.98
Resolution 19	Payment to shareholders	1,427,541,101	2,187,931	1,429,729,032	4,801,600	99.85
Resolution 20	Political Donations	1,410,876,425	20,171,173	1,431,047,598	3,470,604	98.59
Resolution 21	Authorise Directors to allot shares	1,255,626,903	178,218,105	1,433,845,008	689,183	87.57

Special Resolutions	For	Against	Total Votes (Excluding Votes Withheld)	Votes Withheld	%For
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Resolution 22	Disapplication of pre-emption rights	1,417,169,624	16,527,776	1,433,697,400	833,091	98.85
Resolution 23	Authority to purchase own shares	1,420,854,779	9,403,938	1,430,258,717	4,276,483	99.34

### General Meeting

The poll result on the resolution at the General Meeting was as follows:

Special Resolution		For	Against	Total Votes (Excluding Votes Withheld)	Votes Withheld	%For
Resolution 1	Change to the Company's borrowing powers	1,424,204,147	7,166,610	1,431,370,757	236,403	99.50

The number of Ordinary Shares in issue on 7 May 2020 was 1,930,995,313.

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.

%For excludes votes withheld

% of Issued Share Capital Voted Annual General Meeting 74.28%

% of Issued Share Capital Voted General Meeting 74.13%

### Enquiries:

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