

Rolls-Royce Holdings plc

Results of Annual General Meeting and General Meeting

The Annual General Meeting of Rolls-Royce Holdings plc (the Company) was held at 11.00am on 12 May 2022 followed by the General Meeting of holders of C Shares at the Rolls-Royce Flight Operations Centre, 4 Vanguard Road, East Midlands Airport, Derby, DE74 2SA.

Annual General Meeting

The poll results on all 22 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	5,513,285,528	8,554,287	5,521,839,815	137,538,401	99.85
Resolution 2	Directors' remuneration report	5,303,462,164	320,923,549	5,624,385,713	34,999,234	94.29
Resolution 3	Elect Anita Frew	5,633,388,478	18,780,040	5,652,168,518	7,148,989	99.67
Resolution 4	Re-elect Warren East CBE	5,602,321,542	55,681,558	5,658,003,100	1,381,053	99.02
Resolution 5	Re-elect Panos Kakoullis	5,577,098,313	80,150,253	5,657,248,566	2,135,587	98.58
Resolution 6	Re-elect Paul Adams	5,246,759,924	410,934,706	5,657,694,630	1,687,812	92.74
Resolution 7	Re-elect George Culmer	5,244,558,422	411,047,544	5,655,605,966	2,238,187	92.73
Resolution 8	Elect Lord Jitesh Gadhia	5,634,770,028	17,628,735	5,652,398,763	6,982,720	99.69
Resolution 9	Re-elect Beverly Goulet	5,246,558,285	410,621,763	5,657,180,048	2,203,953	92.74
Resolution 10	Re-elect Lee Hsien Yang	5,222,418,262	430,262,819	5,652,681,081	6,634,515	92.39
Resolution 11	Re-elect Nick Luff	5,245,885,819	411,170,822	5,657,056,641	2,329,512	92.73
Resolution 12	Elect Mike Manley	5,639,752,902	17,321,516	5,657,074,418	2,311,735	99.69
Resolution 13	Elect Wendy Mars	5,640,344,898	16,763,113	5,657,108,011	2,278,322	99.70
Resolution 14	Re-elect Sir Kevin Smith CBE	5,246,111,781	411,659,053	5,657,770,834	1,615,499	92.72
Resolution 15	Re-elect Dame Angela Strank	5,170,696,699	446,629,648	5,617,326,347	42,059,427	92.05
Resolution 16	Re-appoint PricewaterhouseCoopers LLP	5,647,542,314	9,777,096	5,657,319,410	2,066,141	99.83
Resolution 17	Auditor's remuneration	5,656,016,636	1,887,938	5,657,904,574	1,386,246	99.97
Resolution 18	Political donations	5,615,556,218	41,791,272	5,657,347,490	2,026,507	99.26
Resolution 19	Authorise Directors to allot shares	5,466,654,614	191,009,658	5,657,664,272	1,713,139	96.62

Special Resolutions		For	Against	Total Votes (Excluding Votes Withheld)	Votes Withheld	%For
Resolution 20	Disapplication of pre-emption rights	5,572,013,159	77,911,863	5,649,925,022	9,431,805	98.62
Resolution 21	Authority to purchase own shares	5,603,163,107	15,820,371	5,618,983,478	40,373,430	99.72
Resolution 22	Adopt new Articles of Association	5,654,802,308	1,904,773	5,656,707,081	2,648,116	99.97

In accordance with Listing Rule 9.6.1, copies of the following documents have been submitted to the Financial Conduct Authority and will shortly be available for inspection from the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> :

- Special Resolutions passed at the Annual General Meeting; and
- Amended Articles of Association.

The amended Articles of Association are also available at www.rolls-royce.com.

General Meeting of holders of C Shares

The poll result on the resolution at the General Meeting of holders of C Shares was as follows:

Special Resolution		For	Against	Total Votes (Excluding Votes Withheld)	Votes Withheld	%For
Resolution 1	Adopt new Articles of Association	777,603,117	3,733,157	781,336,274	8,178,682	99.52

The number of Ordinary Shares in issue on 12 May 2022 was 8,367,596,989.

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 votes exclude those withheld.

% of Issued Share Capital Voted at the Annual General Meeting: 67.22%

% of Issued Share Capital Voted at the General Meeting of holders of C Shares: 3.21%

Enquiries:

Nicola Carroll FCG, Corporate Governance Director

Governanceteam@rolls-royce.com

LEI: 213800EC7997ZBLZJH69