

Rolls-Royce Holdings plc

Results of Annual General Meeting

The Annual General Meeting of Rolls-Royce Holdings plc (the Company) was held at 11.00am on 11 May 2023 at the Aztec Hotel, Aztec West, Almondsbury, Bristol, BS32 4TS.

The poll results on all 19 resolutions at the Annual General Meeting were as follows. Resolution 12 was withdrawn prior to the Annual General Meeting as Sir Kevin Smith stepped down on 11 May 2023, as announced on 10 May 2023.

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	5,422,298,556	21,181,474	5,443,480,030	109,835,667	99.61
Resolution 2	Directors' remuneration report	4,894,967,977	656,792,687	5,551,760,664	1,563,614	88.17
Resolution 3	Re-elect Dame Anita Frew	5,270,524,065	278,151,757	5,548,675,822	4,642,844	94.99
Resolution 4	Elect Tufan Erginbilgic	5,549,809,410	1,923,954	5,551,733,364	1,587,028	99.97
Resolution 5	Re-elect Panos Kakoullis	5,489,609,454	62,629,350	5,552,238,804	1,078,712	98.87
Resolution 6	Re-elect Paul Adams	5,453,167,630	99,167,295	5,552,334,925	976,691	98.21
Resolution 7	Re-elect George Culmer	5,441,751,776	109,913,365	5,551,665,141	1,645,101	98.02
Resolution 8	Re-elect Lord Jitesh Gadhia	5,318,665,016	233,008,394	5,551,673,410	1,633,000	95.80
Resolution 9	Re-elect Beverly Goulet	5,441,701,486	109,983,628	5,551,685,114	1,630,208	98.02
Resolution 10	Re-elect Nick Luff	5,459,035,448	92,678,963	5,551,714,411	1,599,163	98.33
Resolution 11	Re-elect Wendy Mars	5,384,060,543	167,691,914	5,551,752,457	1,562,865	96.98
Resolution 12	Re-elect Sir Kevin Smith CBE	RESOLUTION WITHDRAWN				
Resolution 13	Re-elect Dame Angela Strank	5,457,695,176	94,161,213	5,551,856,389	1,456,859	98.30
Resolution 14	Re-appoint PricewaterhouseCoopers LLP	5,542,812,802	9,344,145	5,552,156,947	1,165,298	99.83
Resolution 15	Auditor's remuneration	5,550,631,677	1,350,360	5,551,982,037	1,323,922	99.98

Resolution 16	Political donations	5,471,923,797	51,488,002	5,523,411,799	29,943,628	99.07
Resolution 17	Authorise Directors to allot shares	5,379,469,054	172,267,387	5,551,736,441	1,585,473	96.90

Special Resolutions		For	Against	Total Votes (Excluding Votes Withheld)	Votes Withheld	%For
Resolution 18	Disapplication of pre-emption rights	5,493,821,869	19,524,535	5,513,346,404	39,968,035	99.65
Resolution 19	Authority to purchase own shares	5,502,321,043	12,249,374	5,514,570,417	38,754,143	99.78

In accordance with Listing Rule 9.6.1, copies of the Special Resolutions passed at the Annual General Meeting 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>

The number of Ordinary Shares in issue on 11 May 2023 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: 66.35%

Enquiries:

Nicola Carroll FCG, Corporate Governance Director

Governanceteam@rolls-royce.com

LEI: 213800EC7997ZBLZJH69