

**ROLLS-ROYCE HOLDINGS plc ANNUAL GENERAL MEETING 8 May 2015**  
**FINAL POLL FIGURES**

<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL VOTES</b> (excluding votes withheld)	<b>%FOR</b>	<b>VOTES WITHHELD</b>
<b>Resolution 1.</b> Strategic Report, Directors' Report and audited Financial Statements	1,296,205,193	107,783	1,296,312,976	99.99	10,403,205
<b>Resolution 2</b> Directors' Remuneration Report	1,228,258,116	23,643,321	1,251,901,437	98.11	54,797,128
<b>Resolution 3</b> elect Ruth Cairnie	1,294,516,740	5,970,539	1,300,487,279	99.54	6,223,764
<b>Resolution 4</b> elect David Smith	1,296,009,168	4,515,994	1,300,525,162	99.65	6,182,658
<b>Resolution 5</b> re-elect Ian Davis	1,287,450,292	13,123,366	1,300,573,658	98.99	6,138,243
<b>Resolution 6</b> re-elect John Rishton	1,297,760,628	3,015,795	1,300,776,423	99.77	5,924,007
<b>Resolution 7</b> re-elect Dame Helen Alexander	1,292,651,591	7,920,226	1,300,571,817	99.39	6,142,094

<b>Resolution 8</b> re-elect Lewis Booth CBE	1,290,882,702	9,684,179	1,300,566,881	99.26	6,144,213
<b>Resolution 9</b> re-elect Sir Frank Chapman	1,294,649,413	5,930,557	1,300,579,970	99.54	6,133,429
<b>Resolution 10</b> re-elect Warren East CBE	1,282,230,906	18,334,091	1,300,564,997	98.59	6,146,478
<b>Resolution 11</b> re-elect Lee Hsien Yang	1,289,481,711	11,048,644	1,300,530,355	99.15	6,184,777
<b>Resolution 12</b> re-elect John McAdam	1,282,211,741	18,325,952	1,300,537,693	98.59	6,178,019
<b>Resolution 13</b> re-elect Colin Smith CBE	1,296,262,315	4,561,784	1,300,824,099	99.65	5,895,703
<b>Resolution 14</b> re-elect Jasmin Staiblin	1,294,532,952	6,030,893	1,300,563,845	99.54	6,147,914
<b>Resolution 15</b> Re-appoint KPMG LLP as auditor	1,277,648,356	23,006,981	1,300,655,337	98.23	6,056,615
<b>Resolution 16</b> Auditor's remuneration	1,298,656,786	1,996,596	1,300,653,382	99.85	6,061,670

<b>Resolution 17</b> Payment to shareholders	1,299,942,230	1,078,411	1,301,020,641	99.92	5,692,880
<b>Resolution 18</b> Political donations	1,272,857,611	27,650,968	1,300,508,579	97.87	6,179,875

<b>SPECIAL RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL VOTES</b> (excluding votes withheld)	<b>%FOR</b>	<b>VOTES WITHHELD</b>
<b>Resolution 19</b> Allotment of shares (section 551 amount)	1,111,462,914	189,042,658	1,300,505,572	85.46	6,364,533
<b>Resolution 20</b> Disapplication of pre-emption rights (section 561 amount)	1,266,996,442	33,371,473	1,300,367,915	97.43	6,318,383
<b>Resolution 21</b> Authority to purchase own shares	1,300,111,275	613,357	1,300,724,632	99.95	5,998,348
<b>Resolution 22</b> Increase borrowing powers	1,230,429,388	70,005,537	1,300,434,925	94.62	6,284,030

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.

**% of Issued Share Capital Voted 70.46 %**

**NOTE - % FOR excludes withheld votes within the calculation**