

Rolls-Royce

UNDERGROUND: Exit at Westminster on Jubilee, Circle and District lines (5 minutes walk)
Exit at St James's Park on Circle and District lines (5 minutes walk)
Exit at Victoria on Victoria, Circle and District lines (10 minutes walk)

BY BUS: Buses 11, 24, 53, 77a and 88 stop at Parliament Square



ROLLS-ROYCE HOLDINGS PLC ANNUAL GENERAL MEETING 2015

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 is not allowed in the hall and you may be asked to leave cameras or other recording devices with security at the entrance. All mobile phones must be switched off for the duration of the meeting.

The Queen Elizabeth II Centre 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 stewards on arrival.

POLL CARD (ONLY FOR USE AT THE AGM)

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	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 2014.		☐	☐	☐	12.	To re-elect John McAdam ^{2,3,4} as a director of the Company.		☐	☐	☐
2.	To approve the Directors' Remuneration Report for the year ended 31 December 2014.		☐	☐	☐	13.	To re-elect Colin Smith CBE as a director of the Company.		☐	☐	☐
3.	To elect Ruth Cairnie ^{2,3,5} as a director of the Company		☐	☐	☐	14.	To re-elect Jasmin Staiblin ^{2,5} as a director of the Company.		☐	☐	☐
4.	To elect David Smith as a director of the Company		☐	☐	☐	15.	To re-appoint KPMG LLP as the Company's auditor.		☐	☐	☐
5.	To re-elect Ian Davis ^{2,*} as a director of the Company.		☐	☐	☐	16.	To authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration.		☐	☐	☐
6.	To re-elect John Rishton as a director of the Company.		☐	☐	☐	17.	To authorise payment to shareholders.		☐	☐	☐
7.	To re-elect Dame Helen Alexander ^{2,3*,4} as a director of the Company.		☐	☐	☐	18.	To authorise political donations and political expenditure.		☐	☐	☐
8.	To re-elect Lewis Booth CBE ^{1*,2,5} as a director of the Company.		☐	☐	☐	SPECIAL RESOLUTIONS					
9.	To re-elect Sir Frank Chapman ^{2,3,4*} as a director of the Company.		☐	☐	☐	19.	To authorise the directors to allot shares.		☐	☐	☐
10.	To re-elect Warren East CBE ^{1,2,5*} as a director of the Company.		☐	☐	☐	20.	To disapply pre-emption rights.		☐	☐	☐
11.	To re-elect Lee Hsien Yang ^{2,4} as a director of the Company.		☐	☐	☐	21.	To authorise the Company to purchase its own ordinary shares.		☐	☐	☐
						22.	To increase the Company's borrowing powers.		☐	☐	☐

NOTES

¹ Member of Audit Committee. ² Member of Nomination and Governance Committee. ³ Member of Remuneration Committee. ⁴ Member of Safety and Ethics Committee.

⁵ Member of Science and 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.



ROLLS-ROYCE HOLDINGS PLC ANNUAL GENERAL MEETING 2015

PROXY FORM



Rolls-Royce

CONTROL NUMBER: 912654

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 proportion 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)870 703 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 by no later than 11.00am (BST) on Wednesday 6 May 2015. 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 reply paid envelope provided. If the proxy form is posted 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. 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)870 703 0162 between 8.30am and 5.30pm Monday to Friday or you can write to them at 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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ROLLS-ROYCE HOLDINGS PLC ANNUAL GENERAL MEETING 2015

PROXY FORM CONTINUED

I/We hereby 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 Friday 8 May 2015 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.

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 2014.	☐	☐	☐
2. To approve the Directors' Remuneration Report for the year ended 31 December 2014.	☐	☐	☐
3. To elect Ruth Cairnie ^{2,3,5} as a director of the Company	☐	☐	☐
4. To elect David Smith as a director of the Company	☐	☐	☐
5. To re-elect Ian Davis ^{2*} as a director of the Company.	☐	☐	☐
6. To re-elect John Rishton as a director of the Company.	☐	☐	☐
7. To re-elect Dame Helen Alexander ^{2,3*,4} as a director of the Company.	☐	☐	☐
8. To re-elect Lewis Booth CBE ^{1*,2,5} as a director of the Company.	☐	☐	☐
9. To re-elect Sir Frank Chapman ^{2,3,4*} as a director of the Company.	☐	☐	☐
10. To re-elect Warren East CBE ^{1,2,5*} as a director of the Company.	☐	☐	☐
11. To re-elect Lee Hsien Yang ^{2,4} as a director of the Company.	☐	☐	☐

ORDINARY RESOLUTIONS

	For	Against	Withheld
12. To re-elect John McAdam ^{2,3,4} as a director of the Company.	☐	☐	☐
13. To re-elect Colin Smith CBE as a director of the Company.	☐	☐	☐
14. To re-elect Jasmin Staiblin ^{2,5} as a director of the Company.	☐	☐	☐
15. To re-appoint KPMG LLP as the Company's auditor.	☐	☐	☐
16. To authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration.	☐	☐	☐
17. To authorise payment to shareholders.	☐	☐	☐
18. To authorise political donations and political expenditure.	☐	☐	☐

SPECIAL RESOLUTIONS

	For	Against	Withheld
19. To authorise the directors to allot shares.	☐	☐	☐
20. To disapply pre-emption rights.	☐	☐	☐
21. To authorise the Company to purchase its own ordinary shares.	☐	☐	☐
22. To increase the Company's borrowing powers.	☐	☐	☐

NOTES

¹ Member of Audit Committee. ² Member of Nomination and Governance Committee. ³ Member of Remuneration Committee. ⁴ Member of Safety and Ethics Committee.

⁵ Member of Science and 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.

