

ROLLS-ROYCE HOLDINGS PLC 2016 ANNUAL GENERAL MEETING



Rolls-Royce

NOTIFICATION OF AVAILABILITY

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR ATTENTION.

If you are in any doubt about the action you should take, you are recommended to seek your own advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000.

CONTROL NUMBER: 913388

SRN:

PIN:

ANNUAL REPORT 2015

The Rolls-Royce Holdings plc Annual Report 2015 is now available on the Group's website at rolls-royce.com.

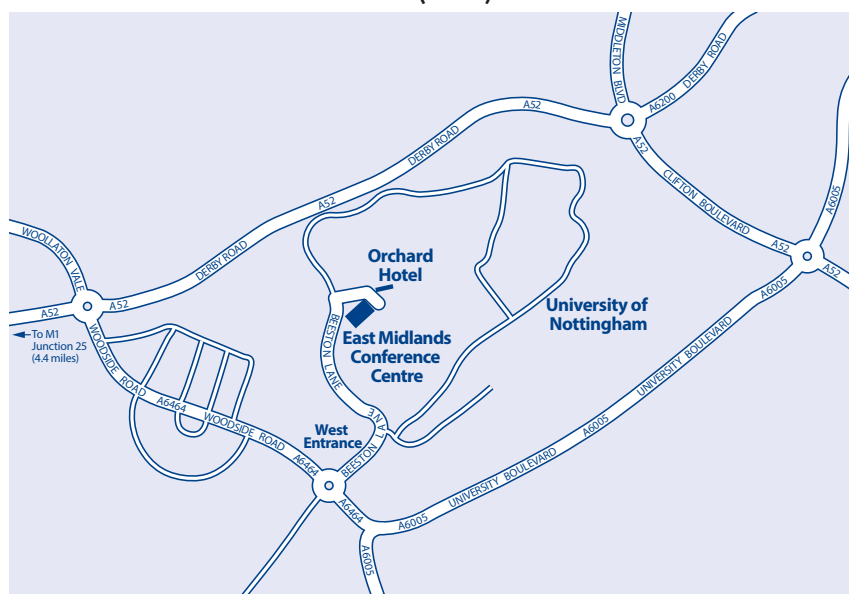
ANNUAL GENERAL MEETING (AGM)

The AGM will be held at 11am (BST) on Thursday 5 May 2016 at the East Midlands Conference Centre, Beeston Lane, The University of Nottingham, Nottingham NG7 2RJ. The formal Notice setting out the resolutions to be considered is available on the Group's website. A paper copy of the Annual Report and of the Notice is available free of charge on request from our Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, Tel: +44 (0)370 703 0162, Email: webqueries@computershare.co.uk.

VOTING AT THE AGM

You can vote by post by returning the attached proxy card in the envelope provided, online at investorcentre.co.uk/eproxy or by using the QR Code printed on the form of proxy. You will need the Control Number, Shareholder Reference Number (SRN) and Personal Identification Number (PIN) as printed above. Explanatory notes can be found on the proxy card. If you are planning to join us at the AGM please complete and return the Attendance Slip, which you will find at the bottom of the page overleaf, in the pre-paid envelope provided. You should also bring the attached attendance card with you to the meeting.

EAST MIDLANDS CONFERENCE CENTRE (EMCC)



HOW TO GET THERE

BY RAIL

The nearest stations to the EMCC are Beeston and Nottingham. There are over 30 direct trains that travel between St Pancras and Nottingham on a daily basis.

BY TRAM

Trams run from Nottingham Bus and Train station every ten minutes, approximate journey time is 13 minutes. To check times and book tickets visit www.thetram.net

BY BUS

There are a number of bus services direct to the Conference Centre. For up-to-date information on fares and timetables visit www.nottinghamcity.gov.uk/busservices

BY CAR

Leave the M1 motorway at junction 25 and follow the A52 signposted to Nottingham. After approximately 4.4 miles turn right at the roundabout (Toby Carvery) onto the A6464 Woodside Road. Turn left at the next roundabout to enter the University of Nottingham's West Entrance.

The EMCC is situated on Beeston Road, which is the main loop road through the campus, and car parking is available.

FOR SATELLITE NAVIGATION SYSTEMS PLEASE USE
POSTCODE NG7 2QL.

ROLLS-ROYCE HOLDINGS PLC 2016 ANNUAL GENERAL MEETING

ATTENDANCE CARD

If you are planning to join us at the AGM, please let us know by completing the Attendance Slip at the bottom of this page and returning it to us in the enclosed pre-paid envelope. You should also bring this Attendance Card with you, which you will be asked to produce at 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 10am 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 meeting 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 East Midlands Conference Centre offers access for disabled shareholders and a loop system for those with impaired hearing. Please note that sign language interpreters will not be present at the AGM. 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
1. To receive the Strategic Report, the Directors' Report and the audited Financial Statements for the year ended 31 December 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report for the year ended 31 December 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Alan Davies ^{1,2} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Irene Dorner ^{1,2,4} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Bradley Singer ⁵ as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Sir Kevin Smith ^{2,3,5*} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Ian Davis ^{2*,#} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Warren East CBE as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Lewis Booth CBE ^{1*,2,5} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ruth Cairnie ^{2,3*,5} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Sir Frank Chapman ^{2,3,4,*} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Lee Hsien Yang ^{1,2,4} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ORDINARY RESOLUTIONS

	For	Against	Withheld
13. To re-elect John McAdam ^{2,3,4} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-elect Colin Smith CBE as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-elect David Smith as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To re-elect Jasmin Staiblin ^{2,5} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To re-appoint KPMG LLP as the Company's auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To authorise payments to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To authorise political donations and political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL RESOLUTIONS

21. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. To authorise the Company to purchase its own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NOTES

¹ Member of Audit Committee. ² Member of Nominations & Governance Committee. ³ Member of Remuneration Committee. ⁴ Member of Safety & Ethics Committee.

⁵ Member of Science & Technology Committee. * Denotes Chairman of committee. (NB Ruth Cairnie will, subject to her re-election, become Chairman of the Remuneration Committee at the conclusion of the AGM). # 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.

ATTENDANCE SLIP

If you are planning to join us at the AGM please complete and return in the enclosed pre-paid envelope

Print name

Signature (Please sign in the box above)

SRN:

EXT0396

ROLLS-ROYCE HOLDINGS PLC 2016 ANNUAL GENERAL MEETING



Rolls-Royce

PROXY FORM

CONTROL NUMBER: 913388

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)370 703 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 11am (BST) on Tuesday 3 May 2016. 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 pre-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 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)370 703 0162 between 8.30am and 5.30pm (BST) 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.



EXT0359

This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed above. This personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The issuer and Computershare accept no liability for any instructions that do not comply with these conditions.

ROLLS-ROYCE HOLDINGS PLC 2016 ANNUAL GENERAL MEETING

PROXY FORM CONTINUED

I/We 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 11am (BST) on Thursday 5 May 2016 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.

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5. To elect Bradley Singer ⁵ as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Sir Kevin Smith ^{2,3,5*} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Ian Davis ^{2,*,#} as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature (Please sign in the box above)

Date

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