



# ROLLS-ROYCE HOLDINGS PLC 2019 ANNUAL GENERAL MEETING

## Notification of Availability



Name  
Name 2  
Name 3  
Name 4  
Name 5  
Designation  
Address 1  
Address 2  
Address 3  
Address 4  
Post Code

Envelope window  
position

Control Number: 915452

PIN:

SRN:

BARCODE SRN

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action that you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shareholding in Rolls-Royce Holdings plc ('the Company') you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was made for transmission to the purchaser or transferee.

The following documents are now available at [www.rolls-royce.com](http://www.rolls-royce.com):

- the Rolls-Royce Holdings plc 2018 Annual Report; and
- the Notice of Annual General Meeting (AGM), which will be held on 2 May 2019.

Paper copies of both documents are available, free of charge, upon request from our Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom, tel: +44 (0)370 703 0162, email: [webqueries@computershare.co.uk](mailto:webqueries@computershare.co.uk)

### Attending the AGM

Our AGM will be held at 11:00am on Thursday 2 May 2019 at Ashton Gate Stadium, Bristol (for directions see over).

**Important:** If you are able to join us, please bring this document with you and present it to the shareholder registration desks to show that you have the right to attend and speak at the meeting and participate in the poll.

**Once you have registered, you will be provided with a poll card. The Chairman will tell you when to complete the poll card.**

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 and other recordings are not allowed in the meeting hall and you may be asked to leave cameras and other recording devices with a member of our security team. All mobile phones must be switched off for the duration of the meeting. Please note that sign language interpreters will not be present at the AGM. Ashton Gate Stadium offers access for disabled people and a loop system for those with impaired hearing. If you have any other requirements please talk to one of the Rolls-Royce staff who will be in attendance on the day.

### Voting at the AGM

If you are unable to join us at the AGM you are encouraged to vote on the resolutions that will be put to the meeting by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and submitting your vote online. You will need the Control Number, PIN and shareholder reference number (SRN) as printed above. You can also vote by completing and returning the enclosed proxy form. Explanatory notes about completing and returning this proxy form can be found on the reverse of the proxy form.

A recording of the AGM will be available at [www.rolls-royce.com](http://www.rolls-royce.com) after the meeting.

**BEFORE COMPLETING THE PROXY FORM YOU ARE ADVISED TO READ THE NOTICE OF AGM WHICH CAN BE DOWNLOADED AT [WWW.ROLLS-ROYCE.COM](http://WWW.ROLLS-ROYCE.COM). ALTERNATIVELY, PLEASE REQUEST A COPY FROM OUR REGISTRAR, WHOSE CONTACT DETAILS ARE ABOVE.**



### Shuttle bus from Bristol Temple Meads station to and from the AGM

Only shareholders who would like to reserve a seat on the shuttle bus need to complete and return this form.

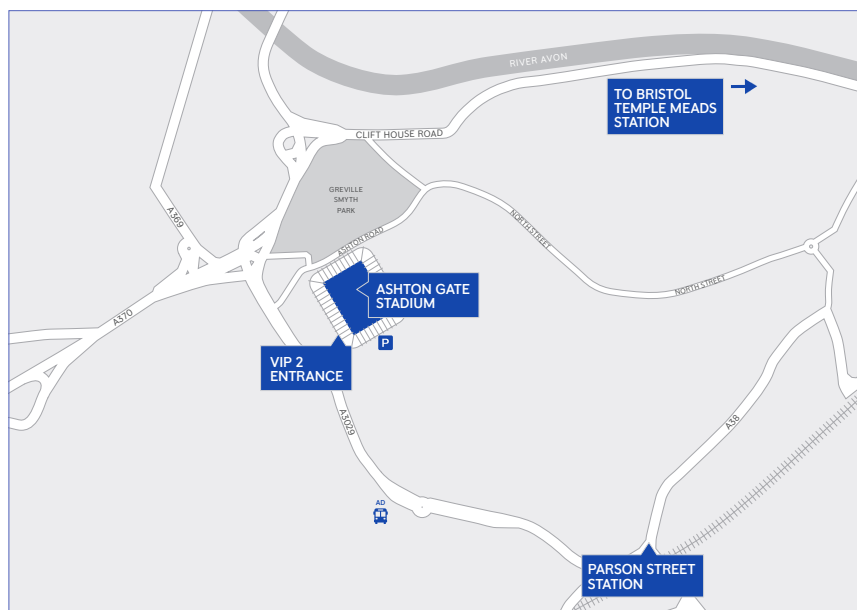
Name

Number of guests

Return in the enclosed pre-paid envelope.



## Ashton Gate Stadium, Bristol – HOW TO GET HERE



For satellite navigation systems please use postcode BS3 2LQ.

Leave the M5 motorway at junction 18, travel along the Portway (A4) following the signs for Bristol Airport/Taunton (A38). Over the swing bridge (Brunel Way), branching left into Winterstoke Road, continue to the roundabout and take the 1st exit.

At junction 19, exit onto M32 towards Bristol. Continue on A4032. Turn left at A4044/Bond Street. Continue to follow A4044. At Temple Circus gyratory, take the 2nd exit onto A4/Templegate. At the roundabout, take the 2nd exit onto A370/York Road. Continue to follow A370. Go through one roundabout. Slight left to merge onto Brunel Way, continue to the roundabout and take the 1st exit. This route directs through Bristol City Centre and journey time can be significantly increased due to traffic. Travelling along the Portway via the M5 is often considerably quicker. For the Portway, leave the M4 at junction 20 and join the M5 southbound, then follow the above directions for M5.

Free parking will be available to the AGM attendees, on Ashton Gate Stadium grounds, on a first come, first served basis. Please present your parking ticket to the registration team who will arrange for it to be validated.

The nearest station to Ashton Gate is Parson Street station, a 10–15 minute walk from the stadium. Parson Street is accessible from mainline stations including Bristol Temple Meads, Bristol Parkway and Weston-super-Mare.

Taxi from the train station – It takes approximately 15–20 minutes to reach Ashton Gate Stadium in a taxi. The taxi rank is located at the front of the station.

Free shuttle bus – a free shuttle bus for our shareholders will operate on the day of the meeting. Exit the station and walk to the shuttle stop located in front of The Engine Shed. The shuttle bus will depart at 10.15am and 10.30am. The shuttle bus will return to the station at 12.45pm and 1pm. **To reserve a place on the shuttle bus please complete and return the form overleaf.**

Bus from train station – It takes approximately 20–25 minutes to reach Ashton Gate Stadium by bus. Walk to the bus stop located in front of the train station. Board the A1 service towards Bristol International Airport. Disembark at Ashton Gate bus stop. Walk to Ashton Gate Stadium (approximately 10 minutes). A one-way ticket costs £8 \* or £13 \* return. Travel concessions are not accepted on this service.

Service 24 – Stops at Ashton Drive (The Robins public house). Operates up to every 12 minutes. Serves Bedminster, City Centre, Old Market, Easton, Eastville, Lockleaze and Southmead Hospital.

A one-way ticket costs £2.50 \* or a day travel pass costs £5 \*.

\* Prices are correct as at 7 March 2019.



# ROLLS-ROYCE HOLDINGS PLC

## 2019 ANNUAL GENERAL MEETING

### Proxy Form

Control Number: 915452

PIN:

SRN:

Name  
Name 2  
Name 3  
Name 4  
Name 5  
Designation

BARCODE SRN

I/We appoint the Chairman of the meeting as my/our proxy OR the following person

Name of Proxy

Number of shares

Only complete this box if you DO NOT want to appoint the Chairman as your proxy. Do not insert your own name.

If left blank this proxy appointment will be applied to your full voting entitlement.

to attend, speak and vote for me/us at the AGM of Rolls-Royce Holdings plc (the Company) to be held at 11:00am on Thursday 2 May 2019 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 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		For	Against	Withheld
1. To receive the Company's accounts and the reports of the Directors and the auditor for the year ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To re-elect Sir Kevin Smith CBE <sup>1,3,5,*,&amp;</sup> as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report for the year ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To re-elect Jasmin Staiblin <sup>1,5</sup> as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Ian Davis <sup>1,*,&amp;</sup> as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To re-appoint PricewaterhouseCoopers LLP (PwC) as the Company's auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Warren East CBE as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. 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"/>
5. To re-elect Stephen Daintith as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise payments to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Lewis Booth CBE <sup>1,2,*,&amp;</sup> as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise political donations and political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Ruth Cairnie <sup>1,3,*,&amp;</sup> as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Sir Frank Chapman <sup>1,4,*,&amp;</sup> as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. To re-elect Irene Dorner <sup>1,2,4</sup> as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To re-elect Beverly Goulet <sup>1,2,5</sup> as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. To re-elect Lee Hsien Yang <sup>1,2,4</sup> as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12. To re-elect Nick Luff <sup>1,2,4</sup> as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
13. To re-elect Bradley Singer <sup>5</sup> as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

### Special resolutions

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

### Notes

- <sup>1</sup> Member of Nominations & Governance Committee  
<sup>2</sup> Member of Audit Committee  
<sup>3</sup> Member of Remuneration Committee  
<sup>4</sup> Member of Safety & Ethics Committee  
<sup>5</sup> Member of Science & Technology Committee  
\* Denotes Chairman of committee  
# Denotes Chairman of the Company  
^ Denotes Senior Independent Director

Signature (please sign in the box above)

Date

In the case of joint holdings, any one joint holder may sign in the box above. If you are voting as a corporate representative please sign in the box above.

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## Explanatory notes (for completing this proxy form)

### Registrar's contact details

You will need the Registrar's contact details to submit, change or terminate a proxy appointment. They are:

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZY, United Kingdom  
Telephone: +44 (0)370 703 0162 between 8:30am and 5:30pm  
Monday to Friday  
Email: [webqueries@computershare.co.uk](mailto:webqueries@computershare.co.uk)

You can also submit your proxy online at  
[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).

### Appointment of a proxy

As an ordinary shareholder of the Company you have the right to attend, speak and vote at the meeting. If you are unable to attend you can still vote by appointing someone, known as a proxy, to act on your behalf.

Your proxy need not be a shareholder of the Company but must attend the AGM to represent you. If you do not nominate a proxy the Chairman of the meeting will be appointed as your proxy. If you would like to appoint a person other than the Chairman please insert the name of your proxy in the space provided. Appointing a proxy will not prevent you from attending and voting at the AGM if you subsequently decide to do so although the proxy appointment will be terminated automatically in such circumstances. You can only appoint a proxy using the procedures set out in these notes.

You may indicate how you wish your proxy to vote by ticking the relevant boxes on the enclosed proxy form. 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 when calculating the percentage of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote or abstain from voting as he or she thinks fit in relation to any other matter which is put before the AGM.

### Submitting your proxy form by post

This proxy form should be completed, signed and sent or delivered to the Registrar, at the address above, to be received no later than 11:00am (BST) on Tuesday, 30 April 2019 or not less than 48 hours before any adjourned meeting at which the person named in the proxy form proposes to vote. If the proxy form is posted from within the United Kingdom there is no postage to pay, simply use the pre-paid envelope provided. If the proxy form is posted from outside of the United Kingdom, please return it in an envelope to the above address; 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](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, the shareholder reference number (SRN) and personal identification number (PIN) as printed on the previous page and agree to certain terms and conditions.

### 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 any other manner authorised by its constitution. Where this proxy form is signed under a power of attorney or other authority, such power or authority (or a notarially certified copy of it) should be enclosed with the proxy form.

### Electronic appointment of a proxy

Instead of posting the proxy form, you can register your proxy appointment at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, the SRN and PIN as printed on the proxy form and agree to certain terms and conditions. For an electronic proxy appointment to be valid, it must be received by the Registrar no later than 11:00am (BST) on Tuesday, 30 April 2019.

### Multiple proxies

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different ordinary share or shares. To appoint more than one proxy, additional forms can be obtained by contacting the Registrar's helpline or you may copy this form. Please indicate in the box next to the proxy's name, the number of shares in relation to which they are authorised to act as your proxy.

### Appointment of proxy by joint shareholders

In the case of joint registered holders, any one holder may sign this form. If more than one holder submits and signs a form for the joint holding, only the form submitted and signed by the holder whose name first appears in the Company's Register of Members will be accepted.

### 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.

### Changing or cancelling your proxy instruction

You must submit a new proxy appointment in order to change or cancel your proxy instructions. If you have appointed your proxy using a paper form and need to request a new paper proxy form please contact the Registrar. If you have voted online you can amend your vote by resubmitting your voting instructions electronically, as described above, via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). If you submit more than one valid proxy appointment, the last appointment received before the cut-off time will take precedence. Please note that the cut-off time of 11:00am (BST) on Tuesday, 30 April 2019 (or not less than 48 hours before any adjourned meeting) also applies to amended proxy instructions.

If you have appointed a proxy and attend and vote at the AGM in person, your proxy appointment will be terminated automatically.

### Voting through the CREST electronic proxy appointment service

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST-sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instruction, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy must be transmitted so as to be received by Computershare Investor Services PLC (Issuer agent ID number 3RA50) by 11:00am (BST) on Tuesday, 30 April 2019.

It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.