

ROLLS-ROYCE HOLDINGS plc ANNUAL GENERAL MEETING 1 May 2014
FINAL POLL FIGURES

ORDINARY RESOLUTIONS	FOR	AGAINST	TOTAL VOTES (excluding votes withheld)	%FOR	VOTES WITHHELD
Resolution 1. Strategic report, directors' report and financial statements	1,318,186,573	12,730,213	1,330,916,786	99.04	2,327,322
Resolution 2 Directors' remuneration policy	1,281,453,076	49,425,305	1,330,878,381	96.29	2,368,587
Resolution 3 Directors' remuneration report	1,242,179,846	77,016,965	1,319,196,811	94.16	14,049,941
Resolution 4 elect Lee Hsien Yang	1,313,590,658	5,515,106	1,319,105,764	99.58	14,141,331
Resolution 5 elect Warren East CBE	1,330,107,201	767,569	1,330,874,770	99.94	2,373,415
Resolution 6 re-elect Ian Davis	1,304,543,339	13,407,004	1,317,950,343	98.98	2,302,473
Resolution 7 re-elect John Rishton	1,316,244,045	1,640,572	1,317,884,617	99.88	2,341,780

Resolution 8 re-elect Dame Helen Alexander	1,312,728,977	5,236,360	1,317,965,337	99.60	2,289,218
Resolution 9 re-elect Lewis Booth CBE	1,315,934,611	2,018,301	1,317,952,912	99.85	2,302,507
Resolution 10 re-elect Sir Frank Chapman	1,314,008,059	3,907,290	1,317,915,349	99.70	2,336,477
Resolution 11 re-elect James Guyette	1,312,542,273	5,593,011	1,318,135,284	99.58	2,119,376
Resolution 12 re-elect John McAdam	1,286,314,010	19,862,419	1,306,176,429	98.48	14,078,292
Resolution 13 re-elect Mark Morris	1,314,488,837	3,646,140	1,318,134,977	99.72	2,120,123
Resolution 14 re-elect John Neill CBE	1,316,534,298	1,386,942	1,317,921,240	99.89	2,334,184
Resolution 15 re-elect Colin Smith CBE	1,314,708,488	3,498,144	1,318,206,632	99.73	2,048,637
Resolution 16 re-elect Jasmin Staiblin	1,190,914,696	125,198,164	1,316,112,860	90.49	4,141,773

Resolution 17 Appoint KPMG LLP as auditor	1,309,962,017	19,699,492	1,329,661,509	98.52	3,587,828
Resolution 18 Auditor's remuneration	1,327,452,240	3,752,949	1,331,205,189	99.72	2,039,534
Resolution 19 Payment to shareholders	1,331,306,522	49,416	1,331,355,938	100.00	1,885,472
Resolution 20 Political donations	1,319,353,453	11,468,887	1,330,822,340	99.14	2,386,574
Resolution 21 Rolls-Royce Performance Share Plan	1,279,178,296	51,922,680	1,331,100,976	96.10	2,142,531
Resolution 22 Rolls-Royce Deferred Bonus Plan	1,309,721,325	21,300,448	1,331,021,773	98.40	2,225,173
Resolution 23 Aggregate remuneration of non-executive directors	1,312,386,811	18,491,638	1,330,878,449	98.61	2,365,029

SPECIAL RESOLUTIONS	FOR	AGAINST	TOTAL VOTES (excluding votes withheld)	%FOR	VOTES WITHHELD
Resolution 24 Allotment of shares (section 551 amount)	1,177,144,054	152,475,982	1,329,620,036	88.53	3,631,124

Resolution 25 Disapplication of pre-emption rights (section 561 amount)	1,314,812,663	16,072,991	1,330,885,654	98.79	2,360,768
Resolution 26 Authority to purchase own shares	1,330,150,323	1,015,535	1,331,165,858	99.92	2,081,863

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 70.78 %

NOTE - % FOR excludes withheld votes within the calculation