

Rolls-Royce Holdings plc (the 'Company')

1 May 2014

RESOLUTIONS PASSED

At the Annual General Meeting of the Company held on 1 May 2014 at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE, the following resolutions were passed. Resolutions 19, 20, 21, 22 and 23 were passed as ordinary resolutions and resolutions 24, 25 and 26 were passed as special resolutions.

ORDINARY RESOLUTIONS

Resolution 19 – Payment to shareholders

That the directors be and are hereby authorised:

- a) on one or more occasions, to capitalise such sums as they may determine from time to time but not exceeding the aggregate nominal sum of £500 million standing to the credit of the Company's merger reserve, capital redemption reserve and/or such other reserves as the Company may legally use in paying up in full at par, up to 500 billion non-cumulative redeemable preference shares in the capital of the Company with a nominal value of 0.1 pence each (C Shares) from time to time having the rights and being subject to the restrictions contained in the Articles of the Company from time to time or any other terms and conditions approved by the directors from time to time;
- b) pursuant to Section 551 of the Companies Act 2006 (the Act), to exercise all powers of the Company to allot and issue C Shares credited as fully paid up to an aggregate nominal amount of £500 million to the holders of ordinary shares of 20 pence each in the capital of the Company on the register of members of the Company on any dates determined by the directors from time to time and on the basis of the number of C Shares for every ordinary share held as may be determined by the directors from time to time; and provided that the authority conferred by this resolution shall expire at the end of the 2015 AGM of the Company or 15 months after the date on which this resolution is passed (whichever is the earlier) and so that such authority shall be additional to, and without prejudice to, the unexercised portion of any other authorities and powers granted to the directors, and any resolution passed prior to the date of passing of this resolution; and
- c) to do all acts and things they may consider necessary or desirable to give effect to this resolution and to satisfy any entitlement to C Shares howsoever arising.

Resolution 20 – Political donations and expenditure

That the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution is effective be and is hereby authorised to:

- a) make donations to political parties and/or independent election candidates;
- b) make donations to political organisations other than political parties; and
- c) incur political expenditure, during the period commencing on the date of this resolution and ending on the date of the 2015 AGM or 15 months after the date on which this resolution is passed

(whichever is the earlier), provided that in each case any such donations and expenditure made by the Company or by any such subsidiary shall not exceed £25,000 per company and the aggregate of those made by the Company and any such subsidiary shall not exceed £50,000.

Resolution 21 – Performance Share Plan

That the Rolls-Royce plc Performance Share Plan (PSP), the main features of which are summarised in Appendix 2 to the Notice of AGM and the rules of which are produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, be approved and that the directors be authorised to do all acts and things which they may consider necessary or expedient to carry the PSP into effect.

Resolution 22 – Deferred Share Bonus Plan

That the Rolls-Royce plc Deferred Share Bonus Plan, the main features of which are summarised in Appendix 3 to the Notice of AGM and the rules of which are produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, be approved and that the directors be authorised to do all acts and things which they may consider necessary or expedient to carry the Deferred Share Bonus Plan into effect.

Resolution 23 – Remuneration of non-executive directors

That for the purposes of Article 136(a) of the Articles, the maximum aggregate amount of the ordinary remuneration of the directors shall be £1,400,000 per year; and such amount as the directors determine should be paid to the directors by way of ordinary remuneration in any year shall be divided among those directors who do not hold any executive office.

SPECIAL RESOLUTIONS

Resolution 24 – Authority to allot new shares

That:

- a) the first Section 551 amount as defined in article 12 of the Articles shall be £125,353,891; and
- b) the second Section 551 amount as defined in article 12 of the Articles shall be £250,707,782; and
- c) the prescribed period as defined in article 12 of the Articles for which the authorities conferred by this resolution are given shall be a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the 2015 AGM of the Company or 15 months after the date on which this resolution is passed (whichever is the earlier).

Resolution 25 – Disapplication of pre-emption rights

That, subject to the passing of Resolution 24, the Section 561 amount as defined in article 12 of the Articles shall be £18,803,084 and the prescribed period for which the authority conferred by this resolution is given shall be a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the 2015 AGM of the Company or 15 months after the date on which this resolution is passed (whichever is the earlier).

Resolution 26 – Authority to purchase own shares

That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares, subject to the following conditions:

- a) the maximum aggregate number of ordinary shares authorised to be purchased is 188,030,836;

b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 20 pence (being the nominal value of an ordinary share);

c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:

i) an amount equal to 105 per cent of the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and

ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;

d) this authority shall expire at the end of the 2015 AGM of the Company or 15 months from the date of this resolution (whichever is the earlier); and

e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded, in whole or in part, after the expiry of this authority.