

ROLLS-ROYCE GROUP plc
ANNUAL GENERAL MEETING 30th APRIL 2009
FINAL POLL FIGURES

<u>ORDINARY RESOLUTIONS</u>	FOR	AGAINST	VOTES WITHHELD	% FOR
RESOLUTION 1 REPORT & ACCOUNTS	1,151,675,775	1,681,860	135,738	99.85
RESOLUTION 2 DIRECTORS' REMUNERATION REPORT	1,138,514,994	5,973,592	8,990,717	99.48
RESOLUTION 3 ELECTION OF JOHN NEILL CBE	1,145,549,642	7,651,627	242,005	99.34
RESOLUTION 4 RE-ELECTION OF PETER BYROM	1,138,698,755	10,484,442	4,276,900	99.09
RESOLUTION 5 RE-ELECTION OF IAIN CONN	1,150,686,576	2,541,360	215,734	99.78
RESOLUTION 6 RE-ELECTION OF JAMES GUYETTE	1,150,466,480	2,748,484	252,972	99.76
RESOLUTION 7 RE-ELECTION OF JOHN RISHTON	1,150,662,697	2,558,042	236,454	99.78
RESOLUTION 8 RE-ELECTION OF SIMON ROBERTSON	1,147,535,853	5,685,588	245,713	99.51
RESOLUTION 9 REAPPOINTMENT AND REMUNERATION OF AUDITORS	1,151,648,174	1,653,242	166,675	99.86
RESOLUTION 10 ALLOTMENT AND ISSUE OF C SHARES	1,152,139,981	530,409	804,424	99.95

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<u>ORDINARY RESOLUTIONS</u>	FOR	AGAINST	VOTES WITHHELD	% FOR
RESOLUTION 11 POLITICAL DONATIONS AND EXPENDITURE	1,138,672,656	12,401,070	2,376,741	98.92

<u>SPECIAL RESOLUTIONS</u>	FOR	AGAINST	VOTES WITHHELD	% FOR
RESOLUTION 12 ALLOTMENT OF SHARES – SECTION 80 AMOUNT	1,151,058,050	1,975,654	431,826	99.83
RESOLUTION 13 DISAPPLICATION OF PRE-EMPTION RIGHTS – SECTION 89 AMOUNT	1,143,702,601	9,137,026	601,926	99.21
RESOLUTION 14 AUTHORITY TO PURCHASE OWN SHARES	1,151,945,169	1,267,357	266,248	99.89

Issued Share Capital	1,852,595,907
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% of Issued Share Capital Voted 62.26%