

## Rolls-Royce Group plc

### RESULTS OF ANNUAL GENERAL MEETING AND COURT MEETING HELD ON 6 MAY 2011

On 10 February 2011, Rolls-Royce Group plc (the "Company" or "Rolls-Royce Group") announced proposals to introduce, by means of a scheme of arrangement under Part 26 of the Companies Act 2006, Rolls-Royce Holdings plc as the new group holding company (the "Scheme"). A circular (the "Scheme Circular") was made available to shareholders on 22 March 2011 containing, amongst other things, the terms of the Scheme, notices convening the Annual General Meeting and the requisite Court Meeting and the details of the action to be taken by shareholders.

At the Annual General Meeting and Court Meetings held on 6 May 2011, the Company's shareholders passed each of the special and ordinary resolutions by the requisite majorities on a poll. The text of the resolutions can be found in the notices of the meetings which can be found in the Scheme Circular.

The total number of votes cast for each resolution is set out in the tables below. There were 237 shareholders at the meeting. The Company's issued ordinary share capital as at the date of the meeting was 1,872,185,651 shares of 20 pence each and the number of votes per share was one.

Resolution	FOR		AGAINST		TOTAL VOTES	WITHHELD
	No. of votes	% of vote	No. of votes	% of vote		
1. Report and Accounts	1,307,021,938	99.96	515,615	0.04	1,307,537,553	142,395
2 Directors' Remuneration	1,269,028,588	98.68	16,976,181	1.32	1,286,004,769	21,635,861
3 Re-elect Simon Robertson	1,297,549,494	99.24	9,947,042	0.76	1,307,496,536	193,337
4 Re-elect John Rishton	1,291,480,165	99.06	12,292,111	0.94	1,303,772,276	3,917,407
5 Re-elect Helen Alexander	1,304,864,104	99.80	2,595,467	0.20	1,307,459,571	231,643
6 Re-elect Peter Byrom	1,295,130,762	99.06	12,332,729	0.94	1,307,463,491	226,825
7 Re-elect Iain Conn	1,304,704,893	99.79	2,745,438	0.21	1,307,450,331	236,247
8 Re-elect Peter Gregson	1,190,779,136	91.98	103,823,467	8.02	1,294,602,603	13,089,252
9 Re-elect James Guyette	1,292,991,419	98.89	14,469,644	1.11	1,307,461,063	233,769
10 Re-elect John McAdam	1,278,826,882	98.07	25,155,091	1.93	1,303,981,973	3,712,210
11 Re-elect John Neill	1,304,730,431	99.79	2,719,973	0.21	1,307,450,404	239,922
12 Re-elect Andrew Shilston	1,294,851,113	99.04	12,582,195	0.96	1,307,433,308	201,395
13 Re-elect Colin Smith	1,294,894,489	99.04	12,520,518	0.96	1,307,415,007	228,531

<b>14</b> Re-elect Ian Strachan	1,304,595,165	99.78	2,833,705	0.22	1,307,428,870	212,307
<b>15</b> Re-elect Mike Terrett	1,294,860,056	99.04	12,592,682	0.96	1,307,452,738	187,193
<b>16</b> Reappoint the auditors	1,306,005,420	99.89	1,496,180	0.11	1,307,501,600	132,325
<b>17</b> Auditors remuneration	1,304,967,859	99.81	2,451,979	0.19	1,307,419,838	221,278
<b>18</b> Payment to shareholders	1,307,442,715	99.99	76,848	0.01	1,307,519,563	115,135
<b>19</b> Political donations and Expenditure	1,294,106,987	99.13	11,353,445	0.87	1,305,460,432	2,116,995
<b>20</b> Rolls-Royce plc Share Incentive Plan	1,295,934,552	99.12	11,443,843	0.88	1,307,378,395	251,685
<b>21</b> Rolls-Royce UK Sharesave Plan	1,294,427,440	99.01	12,938,062	0.99	1,307,365,502	279,736
<b>22</b> Rolls-Royce International Sharesave Plan	1,293,996,369	98.99	13,262,863	1.01	1,307,259,232	378,928
<b>23</b> Adopt new Articles of Association	1,262,387,945	96.94	39,820,152	3.06	1,302,208,097	5,476,109
<b>24</b> Call general meeting on 14 days notice	1,235,487,508	94.50	71,893,572	5.50	1,307,381,080	292,354
<b>25</b> Allotment of shares s.551 amount	1,253,579,644	96.14	50,324,927	3.86	1,303,904,571	3,786,040
<b>26</b> Disapply pre-emption s. 561 amount	1,302,946,216	99.68	4,169,084	0.32	1,307,115,300	521,945
<b>27</b> Authority to purchase own shares	1,286,265,187	99.49	6,593,283	0.51	1,292,858,470	14,778,969
<b>28</b> Implement the Scheme of Arrangement	1,306,874,030	99.97	438,159	0.03	1,307,312,189	319,398

At the Court Meeting held immediately after the AGM to approve the proposed Scheme, the resolution approving the Scheme was passed by the requisite majority on a poll. The total number of votes cast for the resolution is set out below:

	No. of shareholders voting	% of shareholders voting	No. of ordinary shares voted	% of ordinary shares voted	% of issued ordinary shares
FOR	13,418	95.55%	1,277,761,649	99.96%	68.25%
AGAINST	625	4.45%	491,828	0.04%	0.03%