

REG-Rolls-Royce Grp Plc: AGM 2008 FINAL POLL COUNT

Released: 07 May 2008

Rolls-Royce GROUP plc

ANNUAL GENERAL MEETING 7th MAY 2008

FINAL POLL FIGURES

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTES WITHHELD	% FOR
RESOLUTION 1	1,235,844,770	1,477,176	1,109,198	99.88
REPORT & ACCOUNTS				
RESOLUTION 2	1,230,706,737	6,281,647	1,443,876	99.49
DIRECTORS' REMUNERATION REPORT				
RESOLUTION 3	1,231,897,288	5,202,990	1,317,130	99.58
ELECTION OF HELEN ALEXANDER CBE				
RESOLUTION 4	1,231,884,248	5,123,983	1,407,293	99.59
ELECTION OF DR JOHN MCADAM				
RESOLUTION 5	1,232,239,380	4,934,208	1,244,181	99.60
ELECTION OF MIKE TERRETT				
RESOLUTION 6	1,220,862,958	16,332,123	1,238,080	98.68
RE-ELECTION OF PETER BYROM				
RESOLUTION 7	1,225,561,751	11,702,365	1,167,733	99.05
RE-ELECTION OF SIR JOHN ROSE				
RESOLUTION 8	1,232,149,792	5,053,375	1,220,140	99.59
RE-ELECTION OF ANDREW SHILSTON				
RESOLUTION 9	1,232,301,902	4,948,913	1,182,931	99.60
RE-ELECTION OF COLIN SMITH				
RESOLUTION 10 RE-ELECTION OF IAN STRACHAN	1,226,034,195	11,092,963	1,290,976	99.10
RESOLUTION 11	1,234,994,432	1,444,823	1,974,829	99.88
REAPPOINTMENT AND REMUNERATION OF AUDITORS				
RESOLUTION 12	1,232,529,239	4,377,669	1,507,009	99.65
ALLOTMENT AND ISSUE OF B SHARES				
RESOLUTION 13	1,217,179,119	18,254,191	2,958,152	98.52

POLITICAL DONATIONS
AND EXPENDITURE

RESOLUTION 14	1,233,714,567	2,879,840	1,833,243	99.77
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REMUNERATION OF
NON-EXECUTIVE
DIRECTORS
SPECIAL RESOLUTIONS

FOR	AGAINST	VOTES WITHHELD	% FOR
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RESOLUTION 15	1,221,888,593	15,047,457	1,479,017	98.78
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ALLOTMENT OF SHARES
- SECTION 80 AMOUNT

RESOLUTION 16	1,234,681,601	1,236,299	2,484,387	99.90
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DISAPPLICATION OF
PRE-EMPTION RIGHTS
- SECTION 89 AMOUNT

RESOLUTION 17	1,236,589,950	600,818	1,222,772	99.95
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AUTHORITY TO
PURCHASE OWN SHARES
SPECIAL RESOLUTIONS

FOR	AGAINST	VOTES WITHHELD	% FOR
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RESOLUTION 18 ALLOTMENT AND ISSUE OF C SHARES	1,230,959,467	5,585,729	1,852,424	99.55
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RESOLUTION 19 ADOPTION OF NEW ARTICLES OF ASSOCIATION	1,232,319,941	4,260,591	1,830,010	99.66
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Issued Share Capital 1,821,713,834
% of Issued Share Capital Voted 67.98%
END