

ROLLS-ROYCE GROUP plc
ANNUAL GENERAL MEETING 28TH APRIL 2010
FINAL POLL FIGURES

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTES WITHHELD	% FOR
RESOLUTION 1 REPORT & ACCOUNTS	1,219,813,715	1,395,581	1,353,983	99.78
RESOLUTION 2 DIRECTORS' REMUNERATION	1,215,629,290	4,534,824	4,916,751	99.23
RESOLUTION 3 RE-ELECT PETER BYROM	1,191,446,472	32,429,105	1,204,795	97.25
RESOLUTION 4 RE-ELECT PETER GREGSON	1,219,329,133	4,780,624	971,956	99.53
RESOLUTION 5 RE-ELECT HELEN ALEXANDER	1,219,103,943	4,988,994	988,739	99.51
RESOLUTION 6 RE-ELECT JOHN MCADAM	1,207,682,160	16,415,421	983,777	98.58
RESOLUTION 7 RE-ELECT ANDREW SHILSTON	1,213,719,986	10,409,837	951,820	99.07
RESOLUTION 8 REAPPOINTMENT AND REMUNERATION OF AUDITORS	1,222,651,708	1,520,282	899,896	99.80
RESOLUTION 9 ALLOTMENT AND ISSUE OF C SHARES	1,221,500,596	709,536	2,826,577	99.71
RESOLUTION 10 POLITICAL DONATIONS AND EXPENDITURE	1,213,219,799	7,590,767	4,216,766	99.04

SPECIAL RESOLUTIONS	FOR	AGAINST	VOTES WITHHELD	% FOR
RESOLUTION 11 ADOPT NEW ARTICLES OF ASSOCIATION	1,221,037,392	2,636,599	1,389,407	99.67
RESOLUTION 12 CALL GENERAL MEETING ON NOT LESS THAN 14 DAYS NOTICE	1,173,896,899	49,997,560	1,170,060	95.82
RESOLUTION 13 ALLOTMENT OF SHARES – SECTION 551 AMOUNT	1,210,422,040	13,602,198	1,046,983	98.80
RESOLUTION 14 DISAPPLICATION OF PRE- EMPTION RIGHTS – SECTION 561 AMOUNT	1,214,623,475	6,773,191	3,662,645	99.15
RESOLUTION 15 AUTHORITY TO PURCHASE OWN SHARES	1,221,813,720	2,350,401	891,325	99.74

Issued Share Capital 1,854,127,410

% of Issued Share Capital Voted 65.94%