

**ROLLS-ROYCE HOLDINGS plc ANNUAL GENERAL MEETING 2 May 2013**  
**FINAL POLL FIGURES**

| <b>ORDINARY RESOLUTIONS</b>                       | <b>FOR</b>    | <b>AGAINST</b> | <b>TOTAL VOTES</b><br>(excluding votes withheld) | <b>%FOR</b> | <b>VOTES WITHHELD</b> |
|---|---------------|----------------|--|-------------|-----------------------|
| <b>Resolution 1.</b> Report & Accounts            | 1,323,110,754 | 1,453,966      | 1,324,564,720                                    | 99.89       | 1,348,225             |
| <b>Resolution 2</b> Directors' Remuneration       | 1,297,319,180 | 20,981,975     | 1,318,301,155                                    | 98.41       | 7,611,187             |
| <b>Resolution 3</b> elect Ian Davis               | 1,320,327,954 | 4,540,893      | 1,324,868,847                                    | 99.66       | 1,041,919             |
| <b>Resolution 4</b> elect Jasmin Staiblin         | 1,301,727,972 | 8,584,173      | 1,310,312,145                                    | 99.34       | 15,597,732            |
| <b>Resolution 5</b> re-elect John Rishton         | 1,264,574,945 | 60,332,454     | 1,324,907,399                                    | 95.45       | 967,545               |
| <b>Resolution 6</b> re-elect Dame Helen Alexander | 1,322,056,362 | 3,049,104      | 1,325,105,466                                    | 99.77       | 803,887               |
| <b>Resolution 7</b> re-elect Lewis Booth CBE      | 1,305,169,562 | 19,931,100     | 1,325,100,662                                    | 98.50       | 810,646               |

|  |               |            |               |       |            |
|--|---------------|------------|---------------|-------|------------|
| <b>Resolution 8</b> re-elect Sir Frank Chapman | 1,299,564,056 | 25,328,791 | 1,324,892,847 | 98.09 | 1,018,873  |
| <b>Resolution 9</b> re-elect Iain Conn         | 1,322,043,445 | 2,852,135  | 1,324,895,580 | 99.78 | 1,013,996  |
| <b>Resolution 10</b> re-elect James Guyette    | 1,318,291,530 | 6,786,903  | 1,325,078,433 | 99.49 | 829,752    |
| <b>Resolution 11</b> re-elect John McAdam      | 1,291,974,299 | 18,167,544 | 1,310,141,843 | 98.61 | 15,770,125 |
| <b>Resolution 12</b> re-elect Mark Morris      | 1,318,442,616 | 6,441,231  | 1,324,883,847 | 99.51 | 1,028,514  |
| <b>Resolution 13</b> re-elect John Neill CBE   | 1,321,936,464 | 2,964,644  | 1,324,901,108 | 99.78 | 1,010,365  |
| <b>Resolution 14</b> re-elect Colin Smith CBE  | 1,318,700,692 | 6,450,263  | 1,325,150,955 | 99.51 | 755,642    |
| <b>Resolution 15</b> reappoint the auditors    | 1,301,363,136 | 23,859,919 | 1,325,223,055 | 98.20 | 686,074    |
| <b>Resolution 16</b> auditors remuneration     | 1,317,757,882 | 7,221,232  | 1,324,979,114 | 99.45 | 930,331    |

|  |               |            |               |       |           |
|--|---------------|------------|---------------|-------|-----------|
| <b>Resolution 17</b> Payment to shareholders             |               |            |               |       |           |
|  | 1,325,163,457 | 163,746    | 1,325,327,203 | 99.99 | 586,712   |
| <b>Resolution 18</b> Political donations and expenditure |               |            |               |       |           |
|  | 1,264,249,741 | 60,244,192 | 1,324,493,933 | 95.45 | 1,382,338 |

| <b>SPECIAL RESOLUTIONS</b>   | <b>FOR</b>    | <b>AGAINST</b> | <b>TOTAL VOTES</b><br>(excluding votes withheld) | <b>%FOR</b> | <b>VOTES WITHHELD</b> |
|--|---------------|----------------|--|-------------|-----------------------|
| <b>Resolution 19</b> Allotment of shares section 551 amount                  |               |                |  |             |                       |
|  | 1,254,299,452 | 69,589,010     | 1,323,888,462                                    | 94.74       | 2,024,501             |
| <b>Resolution 20</b> Disapplication of pre-emption rights section 561 amount |               |                |  |             |                       |
|  | 1,320,033,429 | 4,656,492      | 1,324,689,921                                    | 99.65       | 1,223,260             |
| <b>Resolution 21</b> Authority to purchase own shares                        |               |                |  |             |                       |
|  | 1,324,210,680 | 769,111        | 1,324,979,791                                    | 99.94       | 933,993               |
| <b>Resolution 22</b> Adoption of new Articles of Association                 |               |                |  |             |                       |
|  | 1,322,816,249 | 1,878,739      | 1,324,694,988                                    | 99.86       | 1,206,698             |

A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.

**% of Issued Share Capital Voted      70.45 %**

**NOTE - % FOR excludes withheld votes within the calculation**