

ROLLS-ROYCE HOLDINGS plc ANNUAL GENERAL MEETING 4th May 2012
FINAL POLL FIGURES

ORDINARY RESOLUTIONS	FOR	AGAINST	TOTAL VOTES (excluding votes withheld)	%FOR	VOTES WITHHELD
Resolution 1. Report & Accounts	1,350,677,138	124,797	1,350,801,935	99.99	2,154,547
Resolution 2 Directors' Remuneration	1,279,533,763	31,632,481	1,311,166,244	97.59	41,789,219
Resolution 3 elect Lewis Booth	1,308,678,687	2,873,068	1,311,551,755	99.78	41,403,433
Resolution 4 elect Frank Chapman	1,308,641,616	2,930,159	1,311,571,775	99.78	41,384,679
Resolution 5 elect Mark Morris	1,306,453,418	5,097,526	1,311,550,944	99.61	41,405,470
Resolution 6 re-elect Simon Robertson	1,305,903,910	5,934,654	1,311,838,564	99.55	41,114,733
Resolution 7 re-elect John Rishton	1,250,608,956	58,879,508	1,309,488,464	95.50	43,464,833

Resolution 8 re-elect Helen Alexander	1,309,041,052	2,820,667	1,311,861,719	99.78	41,094,304
Resolution 9 re-elect Peter Byrom	1,298,495,002	13,338,435	1,311,833,437	98.98	41,122,292
Resolution 10 re-elect Iain Conn	1,309,018,420	2,841,864	1,311,860,284	99.78	41,096,819
Resolution 11 re-elect James Guyette	1,300,098,849	11,746,908	1,311,845,757	99.10	41,112,247
Resolution 12 re-elect John McAdam	1,248,423,128	48,173,954	1,296,597,082	96.28	56,335,743
Resolution 13 re-elect John Neill	1,308,931,102	2,898,596	1,311,829,698	99.78	41,122,901
Resolution 14 re-elect Colin Smith	1,306,758,270	5,118,706	1,311,876,976	99.61	41,075,936
Resolution 15 re-elect Ian Strachan	1,308,893,200	2,947,918	1,311,841,118	99.78	41,116,469
Resolution 16 re-elect Mike Terrett	1,306,628,408	5,230,733	1,311,859,141	99.60	41,096,988

Resolution 17 reappoint the auditors	1,348,577,546	3,675,885	1,352,253,431	99.73	697,583
Resolution 18 auditors remuneration	1,350,287,703	1,944,692	1,352,232,395	99.86	723,423
Resolution 19 Payment to shareholders	1,352,309,221	54,398	1,352,363,619	100.00	572,470
Resolution 20 Political donations and expenditure	1,344,644,251	6,774,033	1,351,418,284	99.50	1,506,848

SPECIAL RESOLUTIONS	FOR	AGAINST	TOTAL VOTES (excluding votes withheld)	%FOR	VOTES WITHHELD
Resolution 21 Allotment of shares section 551 amount	1,285,257,746	63,243,777	1,348,501,523	95.31	4,456,121
Resolution 22 Disapplication of pre-emption rights section 561 amount	1,336,390,440	15,525,697	1,351,916,137	98.85	1,041,489
Resolution 23 Authority to purchase own shares	1,348,110,999	4,057,880	1,352,168,879	99.70	790,537

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 72.15%

NOTE - % FOR excludes withhold votes within the calculation