

**ROLLS-ROYCE HOLDINGS plc ANNUAL GENERAL MEETING 5 May 2016  
FINAL POLL FIGURES**

<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL VOTES</b> (excluding votes withheld)	<b>%FOR</b>	<b>VOTES WITHHELD</b>
<b>Resolution 1.</b> Strategic Report, Directors' Report and audited Financial Statements	1,397,685,524	914,640	1,398,600,164	99.93%	1,250,430
<b>Resolution 2</b> Directors' Remuneration Report	1,370,054,216	17,870,398	1,387,924,614	98.71%	11,922,905
<b>Resolution 3</b> elect Alan Davies	1,394,561,411	4,024,187	1,398,585,598	99.71%	1,263,363
<b>Resolution 4</b> elect Irene Dorner	1,394,454,784	4,144,349	1,398,599,133	99.70%	1,248,908
<b>Resolution 5</b> elect Bradley Singer	1,310,876,774	87,736,230	1,398,613,004	93.73%	1,187,456
<b>Resolution 6</b> elect Sir Kevin Smith	1,394,689,262	4,093,394	1,398,782,656	99.71%	1,068,137
<b>Resolution 7</b> re-elect Ian Davis	1,390,061,086	8,746,066	1,398,807,152	99.37%	1,044,143

<b>Resolution 8</b> re-elect Warren East CBE	1,394,104,444	4,733,786	1,398,838,230	99.66%	1,012,680
<b>Resolution 9</b> re-elect Lewis Booth CBE	1,382,642,370	16,159,877	1,398,802,247	98.84%	1,049,578
<b>Resolution 10</b> re-elect Ruth Cairnie	1,394,477,719	4,325,204	1,398,802,923	99.69%	1,042,471
<b>Resolution 11</b> re-elect Sir Frank Chapman	1,394,459,646	4,352,280	1,398,811,926	99.69%	1,039,610
<b>Resolution 12</b> re-elect Lee Hsien Yang	1,387,108,124	11,672,495	1,398,780,619	99.17%	1,070,819
<b>Resolution 13</b> re-elect John McAdam	1,387,441,719	11,369,722	1,398,811,441	99.19%	1,045,303
<b>Resolution 14</b> re-elect Colin Smith CBE	1,390,910,776	7,965,908	1,398,876,684	99.43%	973,554
<b>Resolution 15</b> re-elect David Smith	1,390,685,855	7,924,321	1,398,610,176	99.43%	1,237,829
<b>Resolution 16</b> re-elect Jasmin Staiblin	1,393,567,513	5,242,707	1,398,810,220	99.63%	1,040,170

<b>Resolution 17</b> Re-appoint KPMG LLP as auditor	1,373,214,215	25,665,861	1,398,880,076	98.17%	968,332
<b>Resolution 18</b> Auditor's remuneration	1,397,067,624	1,578,720	1,398,646,344	99.89%	1,194,681
<b>Resolution 19</b> Payment to shareholders	1,398,154,135	867,788	1,399,021,923	99.94%	824,793
<b>Resolution 20</b> Political donations	1,378,376,806	11,730,637	1,390,107,443	99.16%	9,716,007

<b>SPECIAL RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL VOTES</b> (excluding votes withheld)	<b>%FOR</b>	<b>VOTES WITHHELD</b>
<b>Resolution 21</b> Allotment of shares (section 551 amount)	1,209,860,009	187,545,505	1,397,405,514	86.58%	2,444,042
<b>Resolution 22</b> Disapplication of pre-emption rights (section 561 amount)	1,364,052,618	35,197,609	1,399,250,227	97.48%	599,689
<b>Resolution 23</b> Authority to purchase own shares	1,384,983,058	13,354,081	1,398,337,139	99.05%	1,514,240

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      76.10 %**

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