

Rolls-Royce Holdings plc

Results of Annual General Meeting

The Annual General Meeting of Rolls-Royce Holdings plc was held at 11.00am at Kings Place, 90 York Way, London, N1 9AG on Thursday 13 May 2021.

Ordinary Resolutions		For	Against	Total Votes (Excluding Votes Withheld)	Votes Withheld	% FOR
Resolution 1	Company's accounts and the reports of the Directors and the auditor	5,737,703,645	5,670,163	5,743,373,808	106,136,317	99.90%
Resolution 2	Directors' remuneration policy	5,662,106,630	172,496,155	5,834,602,785	14,886,550	97.04%
Resolution 3	Directors remuneration report	5,780,964,445	54,904,622	5,835,869,067	13,624,930	99.06%
Resolution 4	Re-elect Sir Ian Davis	4,978,167,362	780,572,491	5,758,739,853	90,770,270	86.45%
Resolution 5	Re-elect Warren East CBE	5,808,239,203	39,405,063	5,847,644,266	1,881,396	99.33%
Resolution 6	Elect Panos Kakoullis	5,842,663,218	4,434,008	5,847,097,226	2,409,882	99.92%
Resolution 7	Elect Paul Adams	5,834,722,669	12,296,988	5,847,019,657	2,490,120	99.79%
Resolution 8	Re-elect George Culmer	5,784,605,139	61,128,162	5,845,733,301	3,776,823	98.95%
Resolution 9	Re-elect Irene Dorner	5,645,505,295	201,611,000	5,847,116,295	2,386,896	96.55%
Resolution 10	Re-elect Beverly Goulet	5,240,353,039	606,717,457	5,847,070,496	2,439,628	89.62%
Resolution 11	Re-elect Lee Hsien Yang	5,234,026,679	613,134,483	5,847,161,162	2,347,480	89.51%
Resolution 12	Re-elect Nick Luff	5,775,774,606	71,233,333	5,847,007,939	2,502,185	98.78%
Resolution 13	Re-elect Sir Kevin Smith CBE	5,229,166,103	618,044,498	5,847,210,601	2,299,523	89.43%
Resolution 14	Re-elect Dame Angela Strank	5,753,099,688	92,830,444	5,845,930,132	3,576,812	98.41%
Resolution 15	Re-appoint PricewaterhouseCoopers LLP (PwC)	5,834,732,006	12,855,143	5,847,587,149	1,922,976	99.78%
Resolution 16	Auditor's remuneration	5,814,622,655	33,138,146	5,847,760,801	1,748,721	99.43%
Resolution 17	Political donations	5,771,398,577	75,953,026	5,847,351,603	2,151,631	98.70%
Resolution 18	Authorise Directors to allot shares	5,004,010,961	844,370,416	5,848,381,377	1,128,747	85.56%
Resolution 19	Rolls-Royce Incentive Plan	5,767,903,496	79,221,161	5,847,124,657	2,384,553	98.65%
Resolution 20	Rolls-Royce SharePurchase Plan	5,840,170,707	8,511,232	5,848,681,939	894,780	99.85%
Resolution 21	Rolls-Royce UK Sharesave Plan	5,821,716,872	26,787,005	5,848,503,877	1,001,160	99.54%
Resolution 22	Rolls-Royce International Sharesave Plan	5,832,916,612	15,365,752	5,848,282,364	1,215,569	99.74%

Special Resolutions		For	Against	Total Votes (Excluding Votes Withheld)	Votes Withheld	% FOR
Resolution 23	Disapplication of pre-emption rights	5,830,524,195	8,313,340	5,838,837,535	10,665,112	99.86%
Resolution 24	Authority to purchase own shares	5,783,349,837	25,693,959	5,809,043,796	40,455,664	99.56%
Resolution 25	Adopt new Articles of Association	5,836,986,952	1,396,258	5,838,383,210	11,119,265	99.98%

In accordance with Listing Rule 9.6.1, copies of the following documents have been submitted to the Financial Conduct Authority and will shortly be available for inspection from the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>:

- ✎ Special Resolutions passed at the Annual General Meeting; and
- ✎ Amended Articles of Association.

The amended Articles of Association are also available at www.rolls-royce.com.

The number of Ordinary Shares in issue on 13 May 2021 was 8,367,596,989.

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.

%For excludes votes withheld

% of Issued Share Capital Voted - 69.90%

Enquiries:

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