

Rolls-Royce Holdings plc Annual General Meeting 2012



Rolls-Royce

Notification of availability and proxy form

This document is important and requires your attention.

If you are in any doubt about the action you should take, you are recommended to seek your own advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000.

Control Number: 911084

SRN:

PIN:

ANNUAL REPORT 2011

The Rolls-Royce Holdings plc Annual report 2011 is now available on the Group's website www.rolls-royce.com.

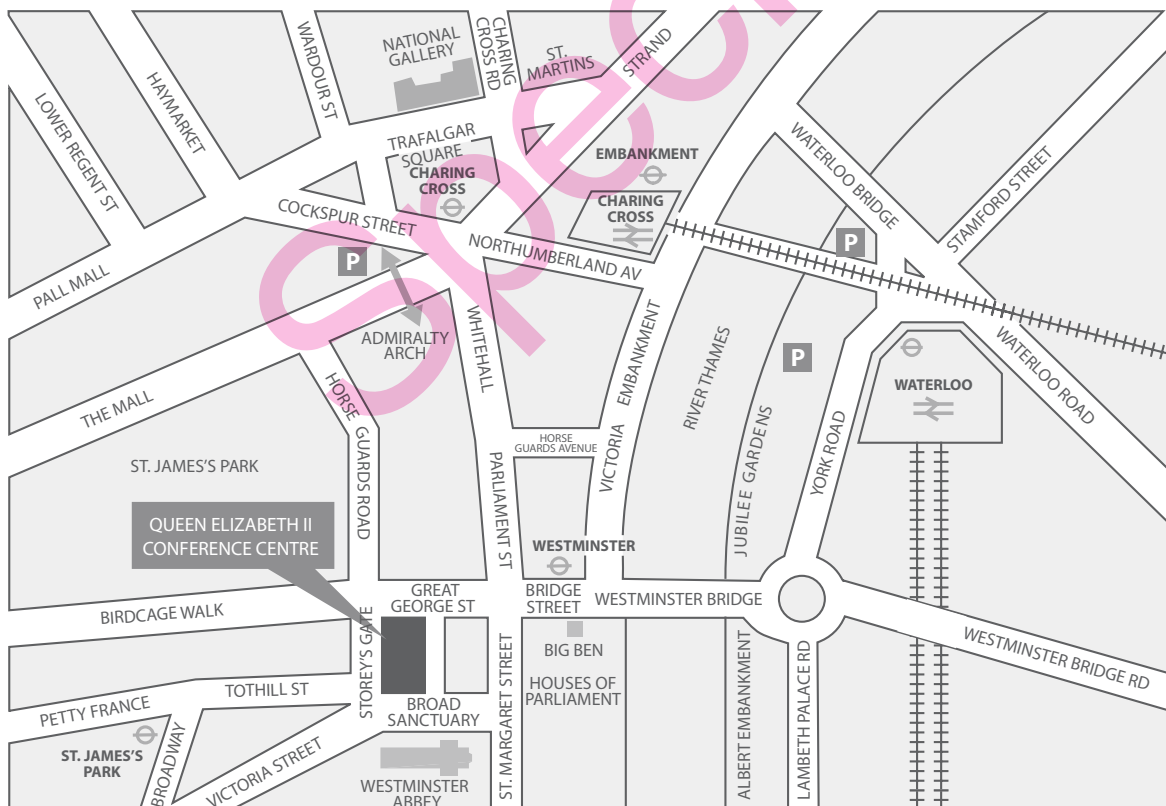
ANNUAL GENERAL MEETING (AGM)

The AGM will be held at 11.00am on Friday May 4, 2012 at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE. The formal notice setting out the resolutions to be considered is available on the Group's website at www.rolls-royce.com. A paper copy of the Annual report and of the notice is available free of charge on request from our Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

VOTING AT THE AGM

You can vote by post by returning the attached proxy form in the envelope provided or online at www.investorcentre.co.uk/eproxy. You will need the Control Number, Shareholder Reference Number (SRN) and Personal Identification Number (PIN) as printed above. Explanatory notes can be found on the proxy form.

THE QUEEN ELIZABETH II CONFERENCE CENTRE



Underground: Exit at Westminster on Jubilee, Circle and District lines (5 minutes walk)
Exit at St James's Park on Circle and District lines (5 minutes walk)
Exit at Victoria on Victoria line (10 minutes walk)

By Bus: Bus routes 24, 11 and 211 all stop nearby

Rolls-Royce Holdings plc

Attendance card

If you wish to attend the AGM, please bring this card with you. You will be asked to produce it at one of the shareholder registration desks to show that you have the right to attend and speak at the meeting and participate in the poll. A poll card for use at the meeting itself is set out below. In the case of a Corporation, a letter of representation must be lodged on registration in accordance with Section 323 of the Companies Act 2006.

Admission is from 10.00am and light refreshments will be served before and after the meeting. For your safety and security there may be checks and bag searches of those attending the AGM. Photography is not allowed in the hall and you may be asked to leave cameras or other recording devices with security at the entrance.

The Queen Elizabeth II Conference Centre offers access for disabled shareholders and a loop system for those with impaired hearing. If you have any other special requirements please talk to one of the stewards on arrival.

Poll card (only for use at the AGM)

You do not need to complete this poll card if you have already submitted a proxy form unless you wish to change the way you voted.

Ordinary resolutions

	For	Against	Withheld
1. To receive the Directors' report and the financial statements for the year ended December 31, 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' remuneration report for the year ended December 31, 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Lewis Booth ^{1,2,4} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Sir Frank Chapman ^{2,3} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Mark Morris ⁵ as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Sir Simon Robertson ² as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect John Rishton ^{2,5} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Dame Helen Alexander ^{2,3,5} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Peter Byrom ^{2,4} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Iain Conn ^{1,2} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect James Guyette ⁵ as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect John McAdam ^{2,3} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary resolutions

	For	Against	Withheld
13. To re-elect John Neill CBE ^{1,2} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-elect Colin Smith ⁵ as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To re-elect Iain Strachan ^{1,2,4} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To re-elect Mike Terrett ⁵ as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To reappoint the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise the directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To authorise payment to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To authorise political donations and political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special resolutions

21. To authorise the directors to allot shares (s.551).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. To disapply pre-emption rights (s.561).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23. To authorise the Company to purchase its own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Notes

¹ Member of audit committee. ² Member of nominations committee. ³ Member of remuneration committee. ⁴ Member of ethics committee. ⁵ Member of risk committee.

Signature (Please sign in the box above).

Date

In the case of joint holdings, any one joint holder may sign. If you are voting as a corporate representative please sign the box above.

Rolls-Royce Holdings plc Annual General Meeting 2012



Rolls-Royce

Proxy form

Control Number: 911084

SRN:

PIN:

Before completing this form, please read the explanatory notes below and the notes to the Notice of the Annual General Meeting (AGM).

Explanatory notes

Appointing a proxy

As an ordinary shareholder of Rolls-Royce Holdings plc you have the right to attend, speak and vote at the meeting. If you are unable to attend but still wish to vote, you may do so by using this form to appoint someone, known as a proxy, to act on your behalf. A proxy need not be a shareholder of the Company but must attend the AGM to represent you. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. Please indicate how you wish your proxy to vote by ticking the relevant boxes overleaf. Appointing a proxy will not prevent you from attending and voting at the meeting if you subsequently decide to do so.

Joint holders

In the case of joint shareholders, any one holder may sign this form. If more than one holder signs, only the vote of the first named on the register will be accepted.

Multiple proxies

To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0)870 703 0162 or you may copy this form. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.

Powers of attorney

If someone else signs this proxy form on your behalf, the power of attorney (or a notarially certified copy) authorising that person to sign must be deposited with this proxy form.

Execution by corporations

If a corporation appoints a proxy, this proxy form must be executed either under seal or under the hand of an attorney or an authorised officer of the corporation or in another manner authorised by its constitution.

Submitting your proxy by post

To be valid, this proxy form must be signed and sent to Computershare Investor Services PLC (the Registrar), The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom, to be received not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. You should initial any amendments you make to this proxy form.

If the proxy form is posted in the United Kingdom there is no postage to pay, simply use the reply paid envelope provided. If the proxy form is posted outside the United Kingdom, you should return it in an envelope using the Registrar's address above. You will need to pay the postage.

Submitting your proxy online

You can register the appointment of a proxy online by going to www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and Personal Identification Number (PIN) as printed above and agree to certain terms and conditions.

Submitting your proxy through the CREST system

CREST system users may appoint one or more proxies through the CREST system. For further details, please refer to the Notice of AGM or to the CREST manual. Proxies must be received not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.

Changing your proxy instructions

If you wish to change or terminate your proxy instructions or have any other questions, contact the Registrar's helpline on +44 (0)870 703 0162 between 8.30am and 5.30pm Monday to Friday or you can write to them at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom. If you have voted online or by CREST you can amend your proxy instructions by resubmitting them electronically as described above.

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Rolls-Royce Holdings plc

Proxy form continued

I/We hereby appoint the Chairman of the Meeting as my/our proxy OR the following person:

Name of proxy

Number of shares

Please leave this box blank if you have selected the Chairman – do not insert your own name.

* If left blank this proxy will be applied to your full voting entitlement

For the appointment of more than one proxy, see the 'multiple proxies' note overleaf.

to attend and, on a poll, vote for me/us at the AGM of Rolls-Royce Holdings plc to be held at 11.00am on Friday May 4, 2012 and at any adjournment of the meeting in the manner set out on this form. Unless otherwise instructed my/our proxy may vote or abstain as he/she sees fit on all the business of the meeting and on any amendment proposed to any resolution or on any other business transacted at the meeting.

Ordinary resolutions	For	Against	Withheld	Ordinary resolutions	For	Against	Withheld
1. To receive the Directors' report and the financial statements for the year ended December 31, 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To re-elect John Neill CBE ^{1,2} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' remuneration report for the year ended December 31, 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To re-elect Colin Smith ⁵ as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Lewis Booth ^{1,2,4} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To re-elect Ian Strachan ^{1,2,4} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Sir Frank Chapman ^{2,3} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To re-elect Mike Terrett ⁵ as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Mark Morris ⁵ as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To reappoint the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Sir Simon Robertson ² as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect John Rishton ^{2,5} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise payment to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Dame Helen Alexander ^{2,3,5} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise political donations and political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Peter Byrom ^{2,4} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special resolutions			
10. To re-elect Iain Conn ^{1,2} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To authorise the directors to allot shares (s.551).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect James Guyette ⁵ as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. To disapply pre-emption rights (s.561).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect John McAdam ^{2,3} as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	23. To authorise the Company to purchase its own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Notes

¹ Member of audit committee. ² Member of nominations committee. ³ Member of remuneration committee. ⁴ Member of ethics committee. ⁵ Member of risk committee.

Signature (Please sign in the box above).

Date

In the case of joint holdings, any one joint holder may sign. If you are voting as a corporate representative please sign the box above.