

# ROLLS-ROYCE HOLDINGS PLC ANNUAL GENERAL MEETING 2015



# Rolls-Royce

Control Number: 912655

SRN:

PIN:

## FORM OF DIRECTION

### FORM OF DIRECTION FOR THE ANNUAL GENERAL MEETING (AGM) 2015 FOR USE BY PARTICIPANTS IN THE ROLLS-ROYCE SHAREPURCHASE AND SHAREBONUS PLAN (PLAN)

#### ANNUAL REPORT 2014

The Rolls-Royce Holdings plc Annual Report 2014 is now available on our website at [www.rolls-royce.com](http://www.rolls-royce.com).

#### NOTICE TO PARTICIPANTS

You should read the Notice of the AGM before you complete this form. The Notice sets out the full text of the resolutions listed overleaf and provides explanatory notes on each of them.

As the Plan shares are held in the name of the Trustee, Computershare Trustees Limited, you are not entitled to attend or submit votes at the Company's AGM, to be held at 11.00am (BST) on Friday 8 May 2015. However, you may direct the Trustee to vote on your behalf. This form of direction is to be used for this purpose and should be completed and returned to the Trustee.

#### BEFORE COMPLETING THIS FORM OF DIRECTION PLEASE READ THE EXPLANATORY NOTES SHOWN BELOW:

Please indicate how you wish the Trustee to vote by ticking the relevant boxes overleaf. If no voting instructions are received, the Trustee will not vote on your behalf.

#### EXPLANATORY NOTES

1. To be valid, this form of direction must be signed, dated and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom, in the envelope provided, to be received no later than 11.00am (BST) on Tuesday 5 May 2015.
2. If the form of direction is posted in the United Kingdom, there is no postage to pay. You can use the reply paid envelope provided. If the form of direction is posted outside the United Kingdom, you should return it in an envelope using the address above. You will need to pay the postage.
3. The address shown above is the address which appears in the register of participants.
4. You can direct the Trustee how to vote online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as printed above, and to agree to certain terms and conditions.

This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed above. This personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The issuer and Computershare accept no liability for any instructions that do not comply with these conditions.

# ROLLS-ROYCE HOLDINGS PLC

## ANNUAL GENERAL MEETING 2015

### FORM OF DIRECTION CONTINUED

Please indicate how you wish the Trustee to vote by ticking the relevant boxes below. A vote withheld is not a vote in law, which means the vote will not be counted in the calculations of the number of votes for, or against, the resolution.

As a participant in the Plan, I hereby direct the Trustee, on a poll, to cast my votes at the AGM to be held at 11.00am (BST) on Friday 8 May 2015 and at any adjournment thereof, in the manner set out on this form of direction.

#### ORDINARY RESOLUTIONS

	For	Against	Withheld		For	Against	Withheld
1. To receive the Strategic Report, the Directors' Report and the audited Financial Statements for the year ended 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To re-elect Jasmin Staiblin <sup>2,5</sup> 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 31 December 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To re-appoint KPMG LLP as the Company's auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Ruth Cairnie <sup>2,3,5</sup> as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect David Smith as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise payment to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Ian Davis <sup>2,##</sup> as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise political donations and political expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect John Rishton as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7. To re-elect Dame Helen Alexander <sup>2,3,4</sup> as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8. To re-elect Lewis Booth CBE <sup>1,*,2,5</sup> as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. To re-elect Sir Frank Chapman <sup>2,3,4*</sup> as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>SPECIAL RESOLUTIONS</b>			
10. To re-elect Warren East CBE <sup>1,2,5*</sup> as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Lee Hsien Yang <sup>2,4</sup> as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect John McAdam <sup>2,3,4</sup> as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To authorise the Company to purchase its own ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect Colin Smith CBE as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	22. To increase the Company's borrowing powers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Notes

<sup>1</sup> Member of Audit Committee. <sup>2</sup> Member of Nominations and Governance Committee. <sup>3</sup> Member of Remuneration Committee. <sup>4</sup> Member of Safety and Ethics Committee.

<sup>5</sup> Member of Science and Technology Committee. \* denotes Chairman of committee. # denotes Chairman of the Company.

Signature (Please sign in the box above)

Date

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