

Rolls-Royce Holdings plc

Results of Annual General Meeting

The Annual General Meeting of Rolls-Royce Holdings plc (the Company) was held at 11.00am on 1 May 2025 at the Rolls-Royce Learning and Development Centre, Wilmore Road, Derby, DE24 9BD.

The poll results on all 24 resolutions at the Annual General Meeting were as follows:

No.	Ordinary Resolution	For	Against	Total Votes Cast (Excluding Votes Withheld)	Votes Withheld	% For
1	Company's accounts and the reports of the Directors and the auditor	5,248,216,800	297,400	5,248,514,200	41,639,781	99.99
2	Directors' remuneration policy	5,264,406,289	23,709,234	5,288,115,523	2,041,090	99.55
3	Directors' remuneration report	5,263,080,768	25,023,003	5,288,103,771	2,046,299	99.53
4	Final dividend	5,288,713,125	182,166	5,288,895,291	1,301,050	100.00
5	Re-elect Dame Anita Frew	5,132,255,030	156,124,926	5,288,379,956	1,780,940	97.05
6	Re-elect Tufan Erginbilgic	5,287,794,698	703,149	5,288,497,847	1,676,715	99.99
7	Re-elect Helen McCabe	5,279,476,639	8,945,553	5,288,422,192	1,736,830	99.83
8	Re-elect George Culmer	5,231,584,612	56,514,615	5,288,099,227	2,056,269	98.93
9	Re-elect Birgit Behrendt	5,206,454,457	81,926,023	5,288,380,480	1,772,238	98.45
10	Re-elect Stuart Bradie	5,227,730,168	60,535,158	5,288,265,326	1,865,969	98.86
11	Re-elect Paulo Cesar Silva	5,232,129,570	56,156,484	5,288,286,054	1,859,528	98.94
12	Re-elect Lord Jitesh Gadhia	5,214,046,666	74,286,685	5,288,333,351	1,823,094	98.60
13	Re-elect Beverly Goulet	5,231,806,854	56,526,335	5,288,333,189	1,819,215	98.93
14	Re-elect Nick Luff	5,082,585,029	205,710,733	5,288,295,762	1,858,270	96.11
15	Re-elect Wendy Mars	5,216,076,337	72,258,292	5,288,334,629	1,818,103	98.63
16	Re-elect Dame Angela Strank	5,231,383,513	56,986,429	5,288,369,942	1,775,451	98.92
17	Re-appoint PricewaterhouseCoopers LLP	5,267,478,081	4,768,309	5,272,246,390	17,913,151	99.91
18	Auditor's remuneration	5,287,337,967	1,200,024	5,288,537,991	1,609,984	99.98
19	Political donations	5,195,238,960	67,257,845	5,262,496,805	27,652,689	98.72
20	Authorise Directors to allot shares	5,099,128,273	188,843,558	5,287,971,831	2,177,348	96.43
21	Authorise capitalisation of merger reserve	5,286,510,023	1,260,664	5,287,770,687	2,357,236	99.98

No.	Special Resolution	For	Against	Total Votes Cast (Excluding Votes Withheld)	Votes Withheld	% For
22	Disapplication of pre-emption rights	5,227,588,017	52,962,174	5,280,550,191	9,604,952	99.00
23	Authority to purchase own shares	5,280,291,747	1,761,639	5,282,053,386	8,103,657	99.97
24	Authority to cancel capital reduction share and reduction of capital	5,286,306,224	1,316,249	5,287,622,473	2,519,824	99.98

Notes:

- The number of Ordinary Shares in issue on 30 April 2025 was 8,474,194,379.
- 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 votes exclude those withheld.
- The percentage of Issued Share Capital Voted at the Annual General Meeting: 62.41%

In accordance with Listing Rule 6.4.2R, copies of the Special Resolutions passed at the Annual General Meeting 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>

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