

# Notice of 2026 Annual General Meeting of Rolls-Royce Holdings plc



**Annual General Meeting to be held at 11.00am on Thursday, 30 April 2026 at the Rolls-Royce Learning and Development Centre, Wilmore Road, Derby, DE24 9BD, with facilities to attend electronically and participate fully in the Meeting.**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the action that you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shareholding in Rolls-Royce Holdings plc (Rolls-Royce or the Company) you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was made for transmission to the purchaser or transferee.

**Dear shareholder**

I am pleased to write to you with the arrangements for this year's Annual General Meeting (AGM or Meeting) and to enclose your Notice of AGM. The AGM will be held at 11.00am on Thursday, 30 April 2026 at the Rolls-Royce Learning and Development Centre, Wilmore Road, Derby, DE24 9BD, with facilities to attend electronically and participate fully in the Meeting. The resolutions proposed and explanatory notes about each of them can be found on pages 2 to 4.

Following the success of our previous AGMs, shareholders are encouraged to follow the business of the Meeting by virtual means again this year. Those joining virtually will be able to log into a live webcast, ask questions of the Board in real time and vote on the business of the Meeting. Full details of the AGM arrangements, including how to attend virtually and travel arrangements if you do plan to attend in person, are set out in the Appendix.

The business of the Meeting includes the approval of a revised remuneration policy (resolution 2). The Board believes that our Chief Executive and leadership team have driven an unprecedented step-change in performance, and we believe that aligning our pay arrangements to reflect our current circumstances is a strategic priority to enable continued business outperformance. Further information on this revised policy can be found on pages 88 to 99 of our Remuneration Report in the Annual Report 2025. Resolutions 5 to 16 relate to the re-election of Directors. The Board comprises a broad range of skills and experience from different industries and advisory roles, and from international markets. These skills support the strategic aims of the Company. Each of the Directors being proposed for re-election is considered to be effective in their role and to be committed to making available the appropriate time for Board meetings and other duties. It is our current intention that all Directors will be present in person at the AGM. In addition, to align with broader market practice, we are also seeking authority to disapply pre-emption rights in respect of a number of shares equivalent to 5% of the issued share capital, which is only to be used for the purposes of an acquisition or specified capital investment (resolution 22). As set out in the explanation of resolutions on pages 3 to 4, the Directors have no present intention of using this authority.

Your Board believes that all the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. The Directors will be voting in favour of all resolutions and unanimously recommend that you do so as well.

I look forward to meeting many of you, whether in person or virtually, at our 2026 AGM.

Yours faithfully  
**Dame Anita Frew**  
Chair

**Important information**

If you plan to attend in person, please bring your attendance slip, which can be found at the top of your proxy form or the notice of availability if you receive electronic communications from the Company.

## Business of the AGM

Notice is hereby given that the AGM of the Company will be held at the Rolls-Royce Learning and Development Centre, Wilmore Road, Derby, DE24 9BD, with facilities for shareholders to attend electronically and participate fully in the Meeting, at 11.00am on Thursday, 30 April 2026. You will be asked to consider and, if thought fit, to pass the resolutions set out below.

## Ordinary resolutions 1 to 20

### Report and accounts

1. To receive the Company's accounts and the reports of the Directors and the auditor for the year ended 31 December 2025.

### Remuneration policy and report

2. To approve the Directors' remuneration policy set out on pages 88 to 99 of the Annual Report 2025 to take effect from the conclusion of the AGM.
3. To approve the Directors' remuneration report for the year ended 31 December 2025.

### Final dividend

4. To declare a final dividend of 5.0 pence per ordinary share for the year ended 31 December 2025.

### Re-election of Directors

5. To re-elect Dame Anita Frew as a Director of the Company.
6. To re-elect Tufan Erginbilgic as a Director of the Company.
7. To re-elect Helen McCabe as a Director of the Company.
8. To re-elect George Culmer as a Director of the Company.
9. To re-elect Birgit Behrendt as a Director of the Company.
10. To re-elect Stuart Bradie as a Director of the Company.
11. To re-elect Lord Jitesh Gadhia as a Director of the Company.
12. To re-elect Beverly Goulet as a Director of the Company.
13. To re-elect Nick Luff as a Director of the Company.
14. To re-elect Wendy Mars as a Director of the Company.
15. To re-elect Paulo Cesar Silva as a Director of the Company.
16. To re-elect Dame Angela Strank as a Director of the Company.

### Re-appointment and remuneration of the auditor

17. To re-appoint PricewaterhouseCoopers LLP (PwC) as the Company's auditor to hold office until the conclusion of the next general meeting at which financial statements are laid.
18. To authorise the Audit Committee, on behalf of the Board, to set the auditor's remuneration.

### Political donations and expenditure

19. To resolve that, in accordance with part 14 of the Companies Act 2006 (the Act), the Company and all companies that are its subsidiaries (together, the Group) during the period for which this resolution has effect, are authorised to:
  - a) make donations to political parties and/or independent election candidates;
  - b) make donations to political organisations other than political parties; and
  - c) incur political expenditure, up to an aggregate amount for the Group of £100,000, and the amount authorised under each of paragraphs (a) to (c) shall also be limited to such amount during the period from the date that this resolution is passed to the earlier of the conclusion of the Company's AGM in 2027 or 30 June 2027.

### Authority to allot ordinary shares

20. To authorise the Directors generally and unconditionally to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company:
  - a) up to a nominal amount of £561,924,198 being the first section 551 amount as defined in Article 12 of the Articles of Association (Articles) (such amount to be reduced by any allotments or grants made under paragraph (b) in excess of such sum); and
  - b) comprising equity securities (as defined in s560(1) of the Act) up to a nominal amount of £1,123,848,397 being the second section 551 amount as defined in Article 12 of the Articles (such amount to be reduced by any allotments or grants made under paragraph (a)).

The prescribed period as defined in Article 12 of the Articles for which the authorities conferred by this resolution are given shall be a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the Company's AGM in 2027 or 30 June 2027, whichever is sooner.

## Special resolutions 21 to 23

### Disapplication of pre-emption rights

21. To resolve that, subject to the passing of resolution 20, the Directors be and are generally and unconditionally authorised to allot equity securities (as defined in s560(1) of the Act) for cash under the authority provided by resolution 20 and/or to sell ordinary shares held by the Company as treasury shares for cash as if s561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:
  - a) a pre-emptive offer (as described in Article 10(a) of the Articles); and
  - b) otherwise than in connection with a pre-emptive offer, the allotment of equity securities or sale of treasury shares up to a nominal amount of £84,288,629, such authority to expire at the end of the Company's AGM in 2027 or 30 June 2027, whichever is sooner.
22. To resolve that, subject to the passing of resolution 20, and in addition to any power conferred to them by resolution 21, the Directors be and are generally and unconditionally authorised to allot equity securities (as defined in s560(1) of the Act) for cash under the authority provided by resolution 20 and/or to sell ordinary shares held by the Company as treasury shares for cash as if s561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £84,288,629 (such amount, together with the amount described in resolution 21(b), being the section 561 amount as defined in the Articles), such authority to be used only for the purposes of financing a transaction which the Board determines to be either an acquisition or a specified capital investment of any kind contemplated by the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights (last issued in November 2022), and such authority to expire at the end of the Company's AGM in 2027 or 30 June 2027, whichever is sooner.

### Authority to purchase own shares

23. To resolve that the Company be and is generally and unconditionally authorised, for the purposes of s701 of the Act, to make market purchases (within the meaning of s693(4) of the Act) of its ordinary shares provided that:
  - a) the maximum number of ordinary shares to be purchased is 842,886,298;
  - b) the minimum price which may be paid for an ordinary share is 20 pence (being the nominal value of an ordinary share) and the maximum price which may be paid for each ordinary share is the higher of:
    - i) an amount equal to 105% of the average of the mid-market prices for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and
    - ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Trading System (in both cases exclusive of expenses);and this authority shall expire at the end of the Company's AGM in 2027 or 30 June 2027, whichever is sooner, and a contract to purchase shares under this authority may be made prior to the expiry of this authority and concluded, in whole or in part, after the expiry of this authority.

### By order of the Board

Claire-Marie O'Grady  
Chief Governance Officer  
26 February 2026

Rolls-Royce Holdings plc  
Kings Place, 90 York Way  
London N1 9FX  
www.rolls-royce.com

Registered in England and Wales No: 7524813

## Explanation of resolutions

Resolutions 1 to 20 are Ordinary Resolutions – for these resolutions to be passed more than 50% of votes cast must be in favour.

### RESOLUTION 1 – REPORT AND ACCOUNTS

The Annual Report 2025 (the Annual Report) is available at [www.rolls-royce.com](http://www.rolls-royce.com). A printed copy of the Annual Report has been sent to those shareholders who have requested this.

### RESOLUTION 2 – THE DIRECTORS' REMUNERATION POLICY

All UK listed companies must seek shareholder approval of their remuneration policy every three years, or earlier if it is proposed that the policy is changed during that period. Our current remuneration policy was approved by shareholders at the 2025 AGM. Details of the proposed Directors' remuneration policy are set out on pages 88 to 99 of the Annual Report.

### RESOLUTION 3 – THE DIRECTORS' REMUNERATION REPORT

It is a requirement of company law that the Directors' remuneration report for 2025, which is set out on pages 100 to 109 of the Annual Report, is put to a shareholder vote. This is an advisory resolution but in the event that a substantial minority of shareholders vote against the Directors' remuneration report, the Company will respond and explain how it will address shareholder concerns.

### RESOLUTION 4 – DECLARATION OF A FINAL DIVIDEND

The final dividend for the year ended 31 December 2025, as recommended by the Directors, is 5.0 pence per ordinary share payable to ordinary shareholders named on the Register of Members as at the close of business on 24 April 2026. The dividend is conditional upon the Directors not having determined (at their discretion) to cancel the dividend at any point prior to its payment. The Company requires shareholder approval to pay a final dividend and the dividend cannot exceed the amount recommended by the Directors. If approved, the final dividend will be paid on 3 June 2026 to shareholders on the Register of Members at close of business on 24 April 2026. Further information on dividends can be found on page 215 of the Annual Report and on the Company's website at [www.rolls-royce.com](http://www.rolls-royce.com)

### RESOLUTIONS 5 TO 16 – RE-ELECTION OF DIRECTORS

The Articles require that, at the AGM, all Directors at the date of the Notice of AGM shall retire from office. The Directors will put themselves forward for re-election at the AGM. Summary biographies of each Director standing for re-election are included in this Notice on pages 7 and 8 and detailed biographies are available at [www.rolls-royce.com](http://www.rolls-royce.com)

In accordance with the UK Corporate Governance Code (the Code), the Board has reviewed the independence of its Non-Executive Directors and has determined that each of them remains fully independent of management. Subject to re-election, Beverly Goulet will have served on the Board for nine years from July 2026. The Board believes that Bev continues to demonstrate independence on the basis that she brings an independent mind, objective judgement and appropriate challenge to Board discussions. In addition, Bev's position as a board member of Rolls-Royce North America Holdings Inc. continues to provide an invaluable link for the Board to its operations in the US. Bev will not be standing for re-election in 2027.

The Chair is not subject to the Code's independence test other than on appointment. Dame Anita Frew met the Code's independence criteria upon her appointment as Chair.

### RESOLUTIONS 17 AND 18 – RE-APPOINTMENT OF THE AUDITOR AND AUDITOR'S REMUNERATION

On the recommendation of the Audit Committee, the Board proposes the re-appointment of PwC as the Company's auditor for the financial year commencing 1 January 2026. Details of the remuneration paid to PwC in 2025 can be found in note 8 of the Consolidated Financial Statements of the Annual Report. Resolution 18 will authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration for 2026.

### RESOLUTION 19 – POLITICAL DONATIONS AND EXPENDITURE

The Company's policy is that it does not, directly or through any subsidiary, make what are commonly regarded as donations to any political party and the Company has no intention of using this authority for that purpose and has not made such donations since the date of the last AGM. However, the Act defines political donations very broadly and so it is possible that normal business activities, such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties and support for bodies representing the business community in policy review or reform, which might not be thought of as political expenditure in the usual sense, could be captured. Activities of this nature would not be thought of as political donations in the ordinary sense of those words.

Shareholder approval is being sought on a precautionary basis only, to ensure that the Group does not commit any technical breach of the Act.

### RESOLUTION 20 – AUTHORITY TO ALLOT ORDINARY SHARES

The directors of a company may only allot shares (or grant rights to subscribe for, or convert any security into shares) if authorised to do so. Articles 9 and 12 of the Articles authorise the Directors to allot shares up to a maximum nominal amount specified each year. Resolution 20(a) enables the Directors to allot new shares up to a nominal value of £561,924,198 representing approximately one third of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 23 February 2026<sup>1</sup>. This is called the 'first section 551 amount' in the Articles.

Resolution 20(b) enables the Directors to allot new shares up to a nominal value of £1,123,848,397 representing approximately two thirds of the total issued ordinary share capital of the Company (exclusive of treasury shares) as at 23 February 2026<sup>1</sup> (as reduced by the nominal amount of any shares issued under resolution 20(a)). This is called the 'second section 551 amount' in the Articles. As at 23 February 2026<sup>1</sup>, the Company did not hold any shares in treasury. The Directors have no present intention of using this authority.

Resolutions 21 to 23 are Special Resolutions – for these resolutions to be passed, 75% or more of votes cast must be in favour.

### RESOLUTIONS 21 AND 22 – DISAPPLICATION OF PRE-EMPTION RIGHTS

Under s561(l) of the Act, when new ordinary shares are issued for cash, they must first be offered to the existing shareholders on a pre-emptive basis (unless they are issued or sold in connection with an employee share scheme). This is called a pre-emption right. Articles 10 and 12 of the Articles authorise the Directors to disapply those pre-emption rights in certain circumstances or up to a maximum nominal amount specified each year.

Resolution 21 proposes that the Directors be authorised to allot ordinary shares, or sell treasury shares, for cash without first offering them to existing shareholders. Under resolution 21, the Directors would be authorised to do so in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of such securities or as the Directors otherwise consider necessary and otherwise in respect of shares up to a nominal amount of £84,288,629, equal to 5% of the Company's issued ordinary share capital (exclusive of treasury shares) as at 23 February 2026<sup>1</sup>.

Resolution 22 proposes that the Directors be granted further authority to allot ordinary shares, or sell treasury shares, for cash without first offering them to existing shareholders, provided that this is in connection with an acquisition or specified capital investment, as set out in the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights (last issued in November 2022). This further disapplication of pre-emption rights is in respect of shares up to an additional nominal amount of £84,288,629, equal to 5% of the Company's issued ordinary share capital (exclusive of treasury shares) as at 23 February 2026<sup>1</sup>. This amount, together with the equivalent amount referred to in resolution 21, is called the 'section 561 amount' in the Articles.

<sup>1</sup> 23 February 2026 being the latest practicable date prior to the publication of this Notice

If both resolution 21 and 22 are passed, the Directors will have authority to allot shares and dispose of treasury shares for cash on a non-pre-emptive basis up to a maximum nominal amount equal to 10% of the Company's ordinary issued share capital (exclusive of treasury shares) as at 23 February 2026<sup>1</sup>, with 5% only permitted to be used in the specific circumstances set out in resolution 22. As at 23 February 2026<sup>1</sup>, the Company did not hold any shares in treasury. The Directors believe that seeking the disapplication of pre-emption rights, up to this amount, will allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue. If the authorities in resolutions 20 or 21 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to act in line with the shareholder protections in Part 2B of the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights (last issued in November 2022). The Directors have no present intention of using these authorities.

#### **RESOLUTION 23 – AUTHORITY TO PURCHASE OWN SHARES**

This resolution gives the Company authority to buy back its own ordinary shares in the market as permitted by the Act. The Directors believe that, in common with many other listed companies, the Company should obtain from shareholders a general authority to make market purchases of its own ordinary shares on the London Stock Exchange. This resolution specifies the maximum number of shares which may be acquired (up to 10% of the Company's issued ordinary share capital as at 23 February 2026<sup>1</sup>) and the minimum and maximum prices at which they may be bought.

On 23 February 2026<sup>1</sup>, there were options over ordinary shares in the capital of the Company representing 0.00014% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares was exercised in full and those shares were subsequently cancelled, these options would represent 0.00016% of the Company's issued and voting ordinary share capital.

This authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per ordinary share and would be in the best interests of shareholders generally.

## **Important notes**

### **Issued share capital and total voting rights**

As at 23 February 2026<sup>1</sup>, the issued share capital of the Company consisted of 8,428,862,980 ordinary shares of 20 pence each, 21,017,796,103 C shares of 0.1 pence each and one Special Share of £1. At the AGM, voting on the resolutions set out in this Notice will be by way of a poll. Holders of ordinary shares will be entitled to one vote for each ordinary share held. The Special Shareholder (as defined in the Articles) is entitled to receive notice of and to attend and speak, but has no right to vote, at a general meeting. C shares do not carry the right to receive notice of any general meeting of the Company nor to attend, speak or vote at any general meeting except one at which a resolution to wind up the Company is to be considered. The total number of voting rights in the Company, therefore, as at 23 February 2026<sup>1</sup> was 8,428,862,980.

### **Nominated Persons**

The main point of contact for Nominated Persons remains the registered shareholder (or the custodian or broker who administers the investment on their behalf). Any person who has been nominated under s146 of the Act to enjoy Information Rights (a Nominated Person) may, under an agreement with the registered shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed), as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, the Nominated Person may, under any such agreement, have a right to give instructions to the shareholders as to the exercise of voting rights, but cannot themselves appoint a proxy. Alternatively, if you do not have such a right, or do not wish to exercise it, you may have the right under such an agreement to give instructions to the registered shareholder as to the exercise of voting rights.

### **Corporate representatives**

The Companies (Shareholders' Rights) Regulations 2009 allow multiple representatives appointed by the same corporate member to vote in different ways on a poll (provided they do not do so in relation to the same shares).

### **American depositary receipt (ADR) holders**

#### **Registered holders should contact the depositary:**

J.P. Morgan Chase Bank N.A.  
PO Box 64504  
St Paul, MN 55164-0504  
USA

Phone: +1 800 990 1135 (from outside the USA +1 651 453 2128) or via [www.adr.com/contact/jpmorgan](http://www.adr.com/contact/jpmorgan)

If you are a broker or institutional investor, please contact:

J.P. Morgan Chase Bank, N.A.  
270 Park Avenue,  
Floor 8 New York,  
NY 10017

Attn: Depositary Receipts Group  
+1 212 552 8926  
or via [www.adr.com/contact/jpmorgan](http://www.adr.com/contact/jpmorgan)

ADR holders who do not hold their investment directly should contact the registered shareholder, custodian or broker, or whoever administers the investment on their behalf in relation to any rights under agreements with them to be appointed as a proxy to vote at the AGM.

### **Documents available for inspection**

Shareholders may inspect the following documents at the Company's registered office during normal business hours:

- Executive Directors' service contracts;
- Non-Executive Directors' letters of appointment; and
- deeds of indemnity granted to each Director.

These will be available from the date of this Notice and up to and including the date of the AGM and at the place of the Meeting and on the Lumi platform from 30 minutes before the start of the AGM until the close of the Meeting. Please contact the Governance Team at [governanceteam@rolls-royce.com](mailto:governanceteam@rolls-royce.com) if you would like to make arrangements to inspect any of the documents above.

<sup>1</sup> 23 February 2026 being the latest practicable date prior to the publication of this Notice

## Business at the AGM

Under s319A of the Act, shareholders have the right to ask questions at the AGM relating to the business of the Meeting and for these to be answered, unless the answer would interfere unduly with the business of the Meeting; would involve the disclosure of confidential information; has already been published on the Company's website; and/or is not in the interests of the Company nor for the good order of the Meeting.

Under s338 and/or s338A of the Act, shareholders meeting the threshold requirements in those sections may request the Company to (i) give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) include in the business to be dealt with at annual general meetings any matter (other than a proposed resolution) which may be properly included in the business, provided that such resolution or matter would not, (in the case of a resolution only), if passed, be ineffective, and it is not defamatory, frivolous or vexatious.

The Company will include such matter if sufficient requests have been received in accordance with s338(3) and/or s338A(3) of the Act. This requires a minimum of 100 shareholders who have a right to vote on the proposed resolution and/or at the AGM and hold shares in the Company on which there has been paid up an average sum, per member, of at least £100, or shareholders representing at least 5% of the total voting rights, to make the request which must be submitted in the manner detailed in s338 and/or s338A of the Act.

## Information available on our website

The following information is available at [www.rolls-royce.com](http://www.rolls-royce.com):

- the matters set out in this Notice, the total voting rights and number of shares of each class in respect of which shareholders are entitled to exercise voting rights at the AGM and shareholders' rights to include business to be dealt with at the AGM; and
- if applicable, shareholders' statements, resolutions and matters of business received by the Company after the date of this Notice.

## Publication of audit concerns on our website

Under s527 of the Act, shareholders have a right to request publication of any concerns that they propose to raise at the AGM relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be submitted to the Meeting, or any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM.

The Company will publish the statement on its website if sufficient requests have been received in accordance with s527(2) of the Act. This requires a minimum of 100 shareholders who have a right to vote at the AGM and hold shares in the Company on which there has been paid up an average sum, per member, of at least £100, or shareholders representing at least 5% of the total voting rights, to make the request which must be submitted in the manner detailed in s527 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with such request.

Where a statement is published, the Company will forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required, under s527 of the Act, to publish on its website.

## Communication

Except as provided above, shareholders who have general queries about the AGM should use the following means of communication (no other methods of communication will be accepted):

- by calling the Registrar's helpline on +44 (0)371 384 2637 between 8.30am and 5.30pm (UK time) Monday to Friday (excluding public holidays in England and Wales);
- by writing to the Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

## Entitlement to vote

To be entitled to vote, shareholders must be registered on the Company's Register of Members as at 6.30pm on Tuesday, 28 April 2026 (or, in the event of an adjournment, on the Register of Members 48 hours before the time of any adjourned meeting). Changes to the Register of Members made after the deadline will be disregarded in determining the rights of any person to vote at the AGM.

## Appendix

### AGM instructions – in person attendance

The Meeting will be held at the Rolls-Royce Learning and Development Centre, Wilmore Road, Derby, DE24 9BD at 11.00am on Thursday, 30 April 2026.

Please bring your attendance slip with you, which can be found at the top of your proxy form, or the notice of availability if you receive electronic communications from the Company, and present it to the shareholder registration desk to show that you have the right to attend and speak at the Meeting and participate in the poll. Once you have registered, you will be provided with a poll card. The Chair will tell you when to complete the poll card. Admission is from 10.00am and light refreshments will be served before and after the Meeting in the Rolls-Royce Heritage Exhibition in the Company's Learning and Development Centre.

For your safety and security there may be checks and bag searches of those attending the AGM. Photography and other recordings are not allowed in the meeting hall, and you may be asked to leave cameras and other recording devices with a member of our security team. All mobile phones must be switched off for the duration of the Meeting. Please note that sign language interpreters will not be present at the AGM. The Rolls-Royce Learning and Development Centre offers access for people with disabilities. If you have any other requirements, please talk to one of the Rolls-Royce team who will be in attendance on the day.

### Directions

#### BY CAR

Parking is available at the venue. You do not need to pay for parking. For sat nav systems, please use the following postcode: DE24 9BD.

#### BY RAIL

The nearest station to the Rolls-Royce Learning and Development Centre is Derby. Shuttle buses will operate from the Pride Park exit of the station to the Rolls-Royce Learning and Development Centre from 10.00am until 10.30am and return journeys between 12.30pm and 2.00pm.

### AGM instructions – virtual attendance

Shareholders are able to join the meeting virtually.

We will livestream the AGM by webcast via the Lumi platform and shareholders will be able to attend, ask questions relating to the AGM resolutions during the Meeting and vote. Please refer to the following information for details of how to view the webcast of the Meeting, submit questions and vote.

An active internet connection is required at all times in order to submit questions and allow you to view the webcast. It is the user's responsibility to maintain connectivity for the duration of the Meeting.

To view the webcast you will need to visit <https://meetings.lumiconnect.com/100-764-678-604> on your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Edge or Firefox installed on your device. Please ensure that your browser is compatible.

### ONLINE STREAMING

Documents and links can be found in the documents section on the platform. When you click on a link, the selected document will open in your browser. Data usage for streaming the Meeting or viewing documents via the AGM platform varies depending on individual use, the specific device being used (Android, iPhone, etc.) and the network connection (3G, 4G, 5G).

### WEBCAST

On accessing the webcast, you may be asked to enter a Meeting ID which is 100-764-678-604. You will then be prompted to enter your unique Shareholder Reference Number (SRN) and PIN. Your SRN can be found printed on your proxy form or notice of availability and your PIN is the first two and last two digits of your SRN. Access to the Lumi AGM website will be available from 10.30am on Thursday, 30 April 2026. When successfully authenticated, the meeting home screen will be displayed. You can view Company information, ask questions and watch the webcast. If viewing on a mobile phone or tablet, to watch the webcast, press the broadcast icon at the bottom of the screen. If viewing on a computer, the broadcast will appear at the side automatically once the Meeting has started.

The Company may process personal data of attendees at the AGM. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at [www.rolls-royce.com/site-services/data-privacy](http://www.rolls-royce.com/site-services/data-privacy).

Please refer to 'Voting and proxies' below for details of how shareholders participating in the Meeting virtually will be able to vote online.

For those shareholders who cannot view the webcast, teleconference details will be made available on the day of the AGM via the Lumi platform. Shareholders will be able to listen and ask questions via the teleconference line.

### **Voting and proxies**

Your vote is important to us.

There are a variety of ways in which a shareholder can provide a voting instruction regarding the resolutions to be put to the AGM. If you are entitled to attend and vote at the Meeting, you are entitled to appoint one or more proxies by completing and returning the enclosed proxy form by post, online, or electronically by the deadline. Please refer to 'Voting in advance of the Meeting' for instructions on how to appoint a proxy and vote in advance of the Meeting. A proxy need not be a shareholder and can be an individual or a corporate body. Each proxy will have the right to vote on a poll and to speak at the Meeting. If a shareholder appoints more than one proxy to attend the Meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by a shareholder.

### **VOTING IN PERSON AT THE MEETING**

If you are attending in person, voting on each of the resolutions to be put to the AGM will be taken on a poll to ensure an accurate reflection of shareholder views.

### **VOTING ONLINE AT THE MEETING**

Shareholders participating in the Meeting virtually will be able to vote online via the Lumi platform.

Once the Chair has formally opened voting, the list of resolutions will appear on your screen. Select the option that corresponds with how you wish to vote. Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button. To vote on all resolutions displayed, select the 'vote all' option at the top of the screen. To change your vote, reselect your choice. To cancel your vote, select the 'cancel' button. You will be able to do so whilst the poll remains open and before the Chair announces its closure.

### **Voting in advance of the Meeting**

If you wish to vote in advance of the Meeting, please complete and return the proxy form using one of the below methods:

1. register your vote online by visiting [www.shareview.co.uk](http://www.shareview.co.uk). If you have not registered for a Shareview Portfolio, you will need to do so at [www.shareview.co.uk](http://www.shareview.co.uk). You will be asked to enter your Shareholder Reference Number (SRN) as printed on the proxy form or notice of availability and agree to certain terms and conditions;
2. lodge your vote by completing and returning the enclosed proxy form to our Registrar (Equiniti) in the reply-paid envelope enclosed with the Notice of Meeting;
3. in the case of shareholders holding their shares through CREST, by utilising the CREST electronic proxy appointment service. Please refer to 'Voting through the CREST electronic proxy appointment service' set out below; or
4. in the case of a shareholder that is an institutional investor, your proxy appointment may be submitted electronically via the Proximity platform.

Shareholders are encouraged to appoint the Chair of the Meeting rather than a named person as their proxy. This will ensure that your vote will be counted.

Votes cast in advance of the Meeting will be counted in the votes for the Meeting and must be submitted by 11.00am on Tuesday, 28 April 2026 at the latest to ensure that your vote is counted. Details of the Registrar can be found below. Further information on how to appoint a proxy is outlined in the proxy form. The appointment of a proxy does not preclude you from attending and voting at the Meeting in person.

The results of the voting will be posted on the Company's website as soon as practicable after the Meeting. Shareholders have the right to request, in accordance with section 360BA of the Act, information to enable them to determine that their vote on a poll was validly recorded and counted. Shareholders who wish to do so should contact the Company's Registrar by:

- calling the Registrars helpline on +44 (0)371 384 2637 between 8.30am and 5.30pm (UK time) Monday to Friday (excluding public holidays in England and Wales);
- writing to the Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

### **DULY APPOINTED PROXIES AND CORPORATE REPRESENTATIVES**

If you plan to participate in the Meeting as a proxy or corporate representative, please contact Equiniti by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com). Your unique SRN and PIN, which is required to access the Meeting, will be provided once a valid proxy appointment or letter of representation has been received. To avoid delay accessing the Meeting, contact should be made at least 24 hours prior to the Meeting date and time.

Mailboxes are monitored 9.00am to 5.00pm (UK time) Monday to Friday (excluding public holidays in England and Wales).

### **VOTING THROUGH THE CREST ELECTRONIC PROXY APPOINTMENT SERVICE**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST manual (<https://my.euroclear.com>). CREST personal members or other CREST-sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instruction, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy must be transmitted so as to be received by Equiniti (Issuer agent ID number RA19) by 11.00am on Tuesday, 28 April 2026.

It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

### **Voting through the Proximity platform**

If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 11.00am on Tuesday, 28 April 2026 (or no later than two business days before the time appointed for any adjourned meeting) in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

### **Questions**

Any shareholder or appointed proxy accessing the Meeting is eligible to ask questions. There are four ways that shareholders can ask questions, either in advance or at the Meeting:

1. pre-submit questions by emailing them to the Governance Team at [governanceteam@rolls-royce.com](mailto:governanceteam@rolls-royce.com). Questions must be submitted by 11.00am on Tuesday, 28 April 2026;
2. during the Meeting via the Lumi platform from 10.30am until the close of the AGM on Thursday, 30 April 2026. To submit a question via the Lumi platform, select the messaging icon from the navigation bar and type your question at the top of the screen. To submit your question, click on the send button to the right of the text box. Questions can be submitted at any time during the Q&A session up until the Chair closes the session. Questions sent via the Lumi AGM online platform will be moderated before being sent to the Chair. This is to avoid repetition and to ensure an orderly meeting;
3. verbally via the Lumi platform during the Meeting. If you would like to ask a question verbally, click on the 'request to speak' button at the top of the broadcast window and follow the instructions to join the audio questions queue; or
4. in person at the Meeting.

To enable the Board to answer as many shareholder questions as possible, we strongly encourage you to submit questions in advance of the Meeting.

## Directors' biographies

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### Dame Anita Frew

Chair of the Board  
Chair, Nominations, Culture & Governance Committee  
Appointed to the Board on 1 July 2021 and as Chair on 1 October 2021

**Board skills and competencies** Dame Anita brings a wealth of extensive leadership and global experience from more than two decades of board appointments, both in the UK and internationally. Together, with her skills and reputation with investors and government institutions, her broad knowledge of strategic management across a range of sectors is invaluable to the Board and the Group as a whole.

#### Key external appointments

##### Past

- Industrial strategy advisory council (UK Government), member
  - Croda International plc, Chair
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### Tufan Erginbilgic

Chief Executive  
Appointed to the Board on 1 January 2023

**Board skills and competencies** Tufan is a proven leader of winning teams within complex multinational organisations, with over six years as CEO of BP's downstream business. He drives a high-performance culture and delivers results for investors. He has extensive strategic and operational experience and a firm understanding of safety critical industries as well as the challenges and commercial opportunities presented by the drive for low-carbon technologies. Tufan has a strong track record for execution, delivery and the creation of significant value and an ambition to deliver the full potential of our market positions.

#### Key external appointments

##### Current

- Iveco Group NV, NED

##### Past

- UK Prime Minister's 2024 Business Council
  - Global Infrastructure Partners, Partner & senior adviser
  - BP p.l.c., various executive roles
  - DCC plc, NED
  - Turkiye Petrol Rafinerileri A.S, NED
  - GKN plc, NED
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### Helen McCabe

Chief Financial Officer  
Appointed to the Board on 4 August 2023

**Board skills and competencies** Helen has a track record of promoting rigorous financial discipline and her experience of delivering effective performance management within complex multinational engineering organisations is invaluable as the Group moves, at pace, to transform Rolls-Royce. Helen brings extensive experience and in-depth financial understanding to the Executive Team and the Board.

#### Key external appointments

##### Past

- BP p.l.c., various leadership roles
- 

### George Culmer

Senior Independent Non-Executive Director  
Nominations, Culture & Governance; Audit; and Remuneration Committees  
Appointed to the Board on 2 January 2020

**Board skills and competencies** George has a strong track record as a senior finance professional with significant experience gained in large, international, highly regulated groups with high cyber-threat profiles and has proven business leadership credentials. With this experience, together with his strengths in change leadership and transformation gained from within complex groups, George makes a significant contribution to the Board.

#### Key external appointments

##### Current

- Aviva plc, Chair

##### Past

- Lloyds Banking Group plc, Chief Financial Officer
  - RSA Insurance Group plc, Chief Financial Officer
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### Birgit Behrendt

Independent Non-Executive Director  
Nominations, Culture & Governance; and Safety, Energy Transition & Tech Committees  
Appointed to the Board on 11 May 2023

**Board skills and competencies** Birgit brings deep experience across global procurement and supply chain management to the Board. Alongside this, she has significant insight into the development and management of international joint ventures (JVs), having led Ford's key European JVs. She also has a strong track record and an ongoing interest in developing, mentoring and coaching key talent and encouraging women in particular to consider a career in STEM. She has worked in the US and Germany and brings deep experience of working with unions and works councils.

#### Key external appointments

##### Current

- Umicore SA, NED
- Thyssenkrupp AG, NED
- KION Group AG, NED

##### Past

- Ford, various executive roles
  - Ford-Werke GmbH, NED
- 

### Stuart Bradie

Independent Non-Executive Director  
Nominations, Culture & Governance; Remuneration; and Safety, Energy Transition & Tech Committees  
Appointed to the Board on 11 May 2023

**Board skills and competencies** Stuart brings to the Board a reputation for building strong relationships and successfully driving comprehensive organisational transformation. Over the past 11 years, Stuart has guided KBR's evolution, prioritising a focus on people alongside strong commercial discipline. KBR delivers disruptive technologies and digital solutions that address areas of global importance. Stuart has used a safety and ESG focus to deliver cultural change and helped make KBR the number one in its peer group in delivering against its ESG agenda.

#### Key external appointments

##### Current

- KBR, Inc., Chair, President & Chief Executive
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### Lord Jitesh Gadhia

Independent Non-Executive Director  
Chair, Remuneration Committee; Nominations, Culture & Governance; and Audit Committees  
Appointed to the Board on 1 April 2022

**Board skills and competencies** Lord Jitesh brings a wealth of complex advisory and transactional experience to the Board, having spent nearly 25 years in the banking and private equity sector. He has extensive remuneration experience, earned from listed companies, UK Government Investments and UK Financial Investments, where he played a key role in compensation discussions about the Government's investments in some of the UK's biggest companies. This, together with his broad industry experience, is an asset to the Board and its Committees.

#### Key external appointments

##### Current

- Taylor Wimpey plc, SID
- Intas Pharmaceuticals, NED
- Court of Directors of the Bank of England, NED

##### Past

- Compare the Market Limited, NED
  - UK Government Investments, NED
  - Blackstone Group, Senior MD
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### Beverly Goulet

Independent Non-Executive Director  
Rolls-Royce North America Holdings Inc., board member  
Lead Employee Champion  
Nominations, Culture & Governance; Audit; and Remuneration  
Committees  
Appointed to the Board on 3 July 2017

**Board skills and competencies** Having spent many years in the airline industry, Bev brings valuable knowledge and operational experience to the Board. The Board benefits from her deep understanding of the aerospace industry and strategic focus.

In addition, Bev's position as a board member of Rolls-Royce North America Holdings Inc., continues to provide an invaluable link for the Board to our operations in the US.

#### Key external appointments

##### Current

- Xenia Hotels & Resorts, Inc., NED
- Answer ALS Foundation, Foundation Board Chair

##### Past

- American Airlines, Inc., various executive roles
- American Airlines Federal Credit Union, Chair
- Atlas Air Worldwide Holdings, Inc., NED

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### Nick Luff

Independent Non-Executive Director  
Chair, Audit Committee; and Nominations, Culture  
& Governance Committee  
Appointed to the Board on 3 May 2018

**Board skills and competencies** Nick is an experienced finance executive having been chief financial officer of a number of listed companies across a variety of industries. He has broad financial skills and a track record of driving business performance. His extensive non-executive and audit committee experience, together with both financial and accounting expertise and a passion for engineering, is crucial in his role as Chair of the Audit Committee and is invaluable to the Board.

#### Key external appointments

##### Current

- RELX plc, Chief Financial Officer

##### Past

- Centrica plc, Chief Financial Officer
- Lloyds Banking Group plc, NED
- QinetiQ Group plc, NED

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### Wendy Mars

Independent Non-Executive Director  
Employee Champion  
Chair, Safety, Energy Transition & Tech Committee; Nominations,  
Culture & Governance; and Remuneration Committees  
Appointed to the Board on 8 December 2021

**Board skills and competencies** As a leader, Wendy has overseen diverse teams across sales, engineering and innovation in 123 countries. She brings experience and insight across hardware, software and services with a deep understanding of technological transformation of complex global organisations. Wendy's knowledge of both the technical steps needed to foster innovation in a technology company as well as the challenging realities of its implementation in organisations at different stages of their transformation journey is invaluable to the Board and the Group as a whole. Technology can play a significant role in helping businesses to achieve their sustainability objectives; Wendy brings this experience to the Board.

#### Key external appointments

##### Past

- Cisco Systems, Inc., President Europe, Middle East and Africa region
  - ThruPoint, Inc., various executive roles
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### Paulo Cesar Silva

Independent Non-Executive Director  
Nominations, Culture & Governance; Audit; and Safety, Energy  
Transition & Tech  
Appointed to the Board on 1 September 2023

**Board skills and competencies** Paulo has deep expertise in the aerospace industry, a broad international mindset and an appetite for growth, change and innovation. Alongside this, he brings a wealth of strategic, commercial and operational experience to the Board's discussions. He also has considerable finance experience having spent his early career in senior finance roles.

#### Key external appointments

##### Current

- Electra.Aero, adviser

##### Past

- Embraer S.A., President & Chief Executive Officer
  - Cemig, NED
  - Grupo Agua Branca SA, Board member
  - Petrobras SA, NED
- 

### Dame Angela Strank

Independent Non-Executive Director  
Nominations, Culture & Governance; and Safety, Energy Transition  
& Tech Committees  
Appointed to the Board on 1 May 2020

**Board skills and competencies** Dame Angela brings a wealth of corporate business experience to the Board and a proven track record in managing engineering operations and driving technology, science and engineering research programmes. Having actively worked in climate research, the low carbon transition, and pioneering women in STEM careers, sustainability and corporate ethics are key areas of interest. As a member of the Safety, Energy Transition & Tech Committee, Dame Angela brings invaluable expertise to the Group's development of its safety and sustainability strategy, drawing on her experience from chairing the sustainability and safety committees of three other FTSE 100 companies.

#### Key external appointments

##### Current

- Mondi plc, NED
- SSE plc, NED
- Rio Tinto, innovation advisory committee

##### Past

- Severn Trent plc, NED
  - BP p.l.c., various executive roles
-