



ROLLS-ROYCE HOLDINGS PLC 2022 ANNUAL GENERAL MEETING

Control Number: 917640

SRN:

PIN:

BARCODE SRN

Name
Name 2
Name 3
Name 4
Name 5
Designation

Proxy Form

I/We appoint the Chair of the meeting as my/our proxy OR the following person:

Name of Proxy

Only complete this box if you DO NOT want to appoint the Chair as your proxy. Do not insert your own name.

Number of shares

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

to vote for me/us at the AGM of Rolls-Royce Holdings plc (the Company) to be held at 11.00am on Thursday, 12 May 2022 and at any adjournment of the meeting in the manner set out on this form. I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the AGM. Unless otherwise instructed, my/our proxy may vote 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		For	Against	Withheld
1. To receive the Company's accounts and the reports of the Directors and the auditor for the year ended 31 December 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To elect Wendy Mars 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 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To re-elect Sir Kevin Smith CBE as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Anita Frew as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To re-elect Dame Angela Strank as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Warren East CBE as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To re-appoint PricewaterhouseCoopers LLP (PwC) as the Company's auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Panos Kakoullis as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Audit Committee, on behalf of the Board, to set the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Paul Adams 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"/>
7. To re-elect George Culmer 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"/>
8. To elect Lord Jitesh Gadhia as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. To re-elect Beverly Goulet as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To re-elect Lee Hsien Yang as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. To re-elect Nick Luff as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12. To elect Mike Manley as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Special Resolutions

20. To disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. To approve the adoption of the new Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The full text of the resolutions is set out in the Notice of AGM.

Signature (please sign in the box above)

Date

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



Explanatory notes (for completing this proxy form)

Registrar's contact details

You will need the Registrar's contact details to submit, change or terminate a proxy appointment. They are:

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZY, United Kingdom
Telephone: +44 (0)370 703 0162 between 8.30am and 5.30pm
Monday to Friday.

Email: webqueries@computershare.co.uk

You can also submit your proxy online at
www.investorcentre.co.uk/eproxy.

Appointment of a proxy

As an ordinary shareholder of the Company you have the right to attend, speak and vote at the meeting. If you are unable to attend you can still vote by appointing someone, known as a proxy, to act on your behalf.

Your proxy need not be a shareholder of the Company but must attend the AGM to represent you. If you do not nominate a proxy the Chair of the meeting will be appointed as your proxy. If you would like to appoint a person other than the Chair please insert the name of your proxy in the space provided. Appointing a proxy will not prevent you from attending and voting at the AGM if you subsequently decide to do so although the proxy appointment will be terminated automatically in such circumstances. You can only appoint a proxy using the procedures set out in these notes.

You may indicate how you wish your proxy to vote by ticking the relevant boxes on the enclosed proxy form. A vote withheld option is provided to enable you to abstain on any particular resolution. A vote withheld is not a vote in law, which means that the vote will not be counted when calculating the percentage of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote or abstain from voting as he or she thinks fit in relation to any other matter which is put before the AGM.

Submitting your proxy form by post

This proxy form should be completed, signed and sent or delivered to the Registrar, at the address above, to be received no later than 11.00am on Tuesday, 10 May 2022 or not less than 48 hours before any adjourned meeting at which the person named in the proxy form proposes to vote. If the proxy form is posted from within the United Kingdom there is no postage to pay, simply use the pre-paid envelope provided. If the proxy form is posted from outside the United Kingdom, please return it in an envelope to the above address; you will need to pay the postage.

Submitting your proxy online

Instead of posting the form, you can register the appointment of a proxy card 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 on the previous page and agree to certain terms and conditions.

Execution by a company

In the case of a shareholder which is a company, a proxy form must be executed under its common seal or signed on its behalf by a duly authorised person or in any other manner authorised by its constitution. Where this proxy form is signed under a power of attorney or other authority, such power or authority (or a notarially certified copy of it) should be enclosed with the proxy form.

Electronic appointment of a proxy

Instead of posting the proxy form, you can register your proxy appointment at www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, the SRN and PIN as printed on the proxy form and agree to certain terms and conditions. For an electronic proxy appointment to be valid, it must be received by the Registrar no later than 11.00am on Tuesday, 10 May 2022.

Multiple proxies

You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to a different ordinary share or shares. To appoint more than one proxy, additional forms can be obtained by contacting the Registrar's helpline or you may copy this form. Please indicate in the box next to the proxy's name, the number of shares in relation to which they are authorised to act as your proxy.

Appointment of a proxy by joint shareholders

In the case of joint registered holders, any one holder may sign this form. If more than one holder submits and signs a form for the joint holding, only the form submitted and signed by the holder whose name first appears in the Company's Register of Members will be accepted.

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.

Changing or cancelling your proxy instruction

You must submit a new proxy appointment in order to change or cancel your proxy instructions. If you have appointed your proxy using a paper form and need to request a new paper proxy form please contact the Registrar. If you have voted online you can amend your vote by resubmitting your voting instructions electronically, as described above, via www.investorcentre.co.uk/eproxy. If you submit more than one valid proxy appointment, the last appointment received before the cut-off time will take precedence. Please note that the cut-off time of 11.00am on Tuesday, 10 May 2022 (or not less than 48 hours before any adjourned meeting) also applies to amended proxy instructions.

If you have appointed a proxy and you do attend and vote at the AGM in person, your proxy appointment will be terminated automatically.

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 (www.euroclear.com/CREST). 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 Computershare Investor Services PLC (Issuer agent ID number 3RA50) by 11.00am on Tuesday, 10 May 2022.

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.