

Rolls-Royce Holdings plc

2024 Annual General Meeting

BARCODE IML

Name
Name 2
Name 3
Name 4
Name 5
Designation

Attendance Card

If you are planning to attend the Annual General Meeting (AGM) of Rolls-Royce Holdings plc, to be held on Thursday, 23 May 2024 at 11.00am at the Rolls-Royce Learning and Development Centre, Wilmore Road, Derby, DE24 9BD, please sign this Attendance Card, bring it with you to the AGM and present it to the shareholder registration desk.

Signature (please sign in the box above)

Voting ID

Task ID

Shareholder Reference Number (SRN)

Proxy Form

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

Name of Proxy

Number of shares

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

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, 23 May 2024 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
1. To receive the Company's accounts and the reports of the Directors and the auditor for the year ended 31 December 2023.	☐	☐	☐
2. To approve the Directors' remuneration policy set out on pages 88 to 98 of the 2023 Annual Report to take effect from the conclusion of the AGM.	☐	☐	☐
3. To approve the Directors' remuneration report for the year ended 31 December 2023.	☐	☐	☐
4. To re-elect Dame Anita Frew as a Director of the Company.	☐	☐	☐
5. To re-elect Tufan Erginbilgic as a Director of the Company.	☐	☐	☐
6. To elect Helen McCabe as a Director of the Company.	☐	☐	☐
7. To re-elect George Culmer as a Director of the Company.	☐	☐	☐
8. To elect Birgit Behrendt as a Director of the Company.	☐	☐	☐
9. To elect Stuart Bradie as a Director of the Company.	☐	☐	☐
10. To elect Paulo Cesar Silva 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.	☐	☐	☐

	For	Against	Withheld
14. To re-elect Wendy Mars as a Director of the Company.	☐	☐	☐
15. To re-elect Dame Angela Strank as a Director of the Company.	☐	☐	☐
16. To re-appoint PricewaterhouseCoopers LLP (PwC) as the Company's auditor.	☐	☐	☐
17. To authorise the Audit Committee, on behalf of the Board, to set the auditor's remuneration.	☐	☐	☐
18. To authorise political donations and political expenditure.	☐	☐	☐
19. To authorise the Directors to allot shares.	☐	☐	☐
20. To approve the Rolls-Royce Global Employee Share Purchase Plan.	☐	☐	☐
21. To approve the Rolls-Royce Long-Term Incentive Plan.	☐	☐	☐
22. To approve the maximum aggregate remuneration payable to Non-Executive Directors.	☐	☐	☐

Special Resolutions

	For	Against	Withheld
23. To disapply pre-emption rights.	☐	☐	☐
24. To authorise the Company to purchase its own shares.	☐	☐	☐
25. To approve the adoption of the New Articles of Association.	☐	☐	☐

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.

We take the safety of our shareholders and the security of the AGM very seriously. As usual, we will implement a range of security measures based on a thorough assessment of potential risks. We kindly request that everybody entering the AGM venue allows their bag or briefcase to be searched. If you are happy to allow a search, you will be welcome to take your bag or briefcase into the meeting room with you. Otherwise, we will politely require you to leave it in the cloakroom for the duration of the Meeting.

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:

Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA
Telephone: +44 (0)371 384 2637 between 8.30am and 5.30pm (UK time)
Monday to Friday.
Email: customer@equiniti.com

You can also submit your proxy online at www.sharevote.co.uk

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/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, 21 May 2024 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.sharevote.co.uk. You will be asked to enter the Voting ID, Task ID and Shareholder Reference Number 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.sharevote.co.uk. You will be asked to enter the Voting ID, Task ID and Shareholder Reference Number 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, 21 May 2024.

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.sharevote.co.uk. 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, 21 May 2024 (or not less than 48 hours before any adjourned meeting) also applies to amended proxy instructions.

If you have appointed a proxy and, due to a change in circumstances, you do not 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 Equiniti (Issuer agent ID number RA19) by 11.00am on Tuesday, 21 May 2024.

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.