

Company No. 7524813

Rolls-Royce Holdings plc
("the Company")

COMPANY LIMITED BY SHARES

At the Company's General Meeting held on Tuesday 27 October 2020 at Kings Place, 90 York Way, London, N1 9FX, the following resolution was passed: -

ORDINARY RESOLUTION

That, subject to and conditional upon admission to the premium listing segment of the Official List and to trading on the London Stock Exchange plc's main market for listed securities, respectively, of the new ordinary shares of 20 pence each to be issued by the Company in connection with the issue by way of rights of up to 6,436,651,043 new ordinary shares at a price of 32 pence per new ordinary share to qualifying shareholders on the register of members of the Company at close of business on 23 October 2020 (the "Rights Issue") and in addition to the existing authority conferred on the Directors by Article 9 of the Company's articles of association and the resolutions passed by shareholders of the Company at the AGM of the Company held on Thursday 7 May 2020, the Directors be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to:

- (i) exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,287,330,208.60 pursuant to or in connection with the Rights Issue, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next AGM of the Company; and
- (ii) make an offer or agreement in connection with the Rights Issue which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after expiry of this authority, and the directors of the Company may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.