



ROLLS-ROYCE HOLDINGS PLC 2021 ANNUAL GENERAL MEETING

Control Number: 917046

PIN:

SRN:

Proxy Form

I/We appoint the Chairman of the meeting as my/our proxy in respect of:

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, 13 May 2021 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 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 2020.	☐	☐	☐	14. To re-elect Dame Angela Strank as a Director of the Company.	☐	☐	☐
2. To approve the Directors' remuneration policy to take effect from the conclusion of the AGM.	☐	☐	☐	15. To re-appoint PricewaterhouseCoopers LLP (PwC) as the Company's auditor.	☐	☐	☐
3. To approve the Directors' remuneration report for the year ended 31 December 2020.	☐	☐	☐	16. To authorise the Audit Committee, on behalf of the Board, to determine the auditor's remuneration.	☐	☐	☐
4. To re-elect Sir Ian Davis as a Director of the Company.	☐	☐	☐	17. To authorise political donations and political expenditure.	☐	☐	☐
5. To re-elect Warren East CBE as a Director of the Company.	☐	☐	☐	18. To authorise the Directors to allot shares.	☐	☐	☐
6. To elect Panos Kakoullis as a Director of the Company.	☐	☐	☐	19. To approve the Rolls-Royce Incentive Plan.	☐	☐	☐
7. To elect Paul Adams as a Director of the Company.	☐	☐	☐	20. To approve the Rolls-Royce SharePurchase Plan.	☐	☐	☐
8. To re-elect George Culmer as a Director of the Company.	☐	☐	☐	21. To approve the Rolls-Royce UK Sharesave Plan.	☐	☐	☐
9. To re-elect Irene Dorner as a Director of the Company.	☐	☐	☐	22. To approve the Rolls-Royce International Sharesave Plan.	☐	☐	☐
10. To re-elect Beverly Goulet as a Director of the Company.	☐	☐	☐	Special Resolutions			
11. To re-elect Lee Hsien Yang as a Director of the Company.	☐	☐	☐	23. To disapply pre-emption rights.	☐	☐	☐
12. To re-elect Nick Luff as a Director of the Company.	☐	☐	☐	24. To authorise the Company to purchase its own shares.	☐	☐	☐
13. To re-elect Sir Kevin Smith CBE as a Director of the Company.	☐	☐	☐	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.



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

You will not be able to attend in person but you can still vote by appointing someone, known as a proxy, to act on your behalf. You should appoint the Chairman of the meeting to represent you. 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, 11 May 2021 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 of 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, 11 May 2021.

Multiple proxies

You may appoint more than one proxy provided 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 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, 11 May 2021 (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 changing circumstances, 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, 11 May 2021.

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.