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ROLLS-ROYCE HOLDINGS PLC

RESULTS OF GENERAL MEETING

27 October 2020

Rolls-Royce Holdings plc (the "**Company**") announces that, at the General Meeting held today, the resolution put to shareholders to approve the allotment of shares in the Company pursuant to an issue by way of rights of up to 6,436,651,043 new ordinary shares at a price of 32 pence each (the "**Rights Issue**") (as set out in full in the Notice of General Meeting included in the combined prospectus and circular dated 1 October 2020 (the "**Prospectus**")) (the "**Resolution**") was passed as an ordinary resolution by poll vote.

At the voting record time the Company had 1,930,995,313 Ordinary Shares in issue, none of which were held in treasury. The total number of voting rights in the Company was therefore 1,930,995,313.

The number of votes for and against the Resolution, and the number of votes withheld, were as follows:

Resolution	For		Against		Percentage of issued share capital voted (%)	Votes withheld
	Votes	%	Votes	%		
To approve the allotment of shares in the Company pursuant to the Rights Issue	1,208,097,872	99.50	6,088,922	0.50	62.88	994,686

Notes:

1. Percentages are expressed as a proportion of the total votes cast.
2. A vote withheld is not a vote in law and is not included in the calculation of the votes “For” or “Against” the Resolutions.
3. Any proxy appointments which gave discretion to the Chairman have been included in the “For” total.

A copy of this announcement confirming the voting figures will be displayed shortly on the Company’s website at www.rolls-royce.com/investors.

In accordance with the Listing Rules of the Financial Conduct Authority, a copy of the Resolution will shortly be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

The Record Date for entitlement under the Rights Issue was the close of business on 23 October 2020. Provisional Allotment Letters are expected to be posted today to Qualifying Non-CREST Shareholders (other than, subject to certain limited exceptions, Qualifying Non-CREST Shareholders with registered addresses, or who are resident or located, in any of the Excluded Territories). CREST stock accounts of Qualifying CREST Shareholders (other than, subject to certain limited exceptions, Qualifying CREST Shareholders with registered addresses, or who are resident or located, in any of the Excluded Territories) are expected to be credited with Nil Paid Rights in respect of the New Ordinary Shares as soon as practicable after 8.00 a.m. on 28 October 2020.

6,436,601,676 New Ordinary Shares are expected to be allotted under the authority granted by Shareholders today. Applications will therefore be made to the Financial Conduct Authority for 6,436,601,676 New Ordinary Shares to be admitted to the premium segment of the Official List and to the London Stock Exchange for 6,436,601,676 New Ordinary Shares to be admitted to trading on the main market for listed securities.

It is expected that Admission of the New Ordinary Shares (nil paid) will occur at or around 8.00 a.m. on 28 October 2020.

The latest time and date for acceptance, payment in full and registration of renunciation of Provisional Allotment Letters is expected to be 11.00 a.m. on 11 November 2020.

Unless the context otherwise requires, words and expressions defined in the Prospectus shall have the same meanings in this announcement.

For further information, please contact:

Rolls-Royce Holdings plc	Media Richard Wray
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IMPORTANT NOTICES

This announcement has been issued by and is the sole responsibility of the Company. The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its accuracy or completeness. The information in this announcement is subject to change without notice.

This announcement is not a prospectus (or a prospectus equivalent document) but an advertisement. Neither this announcement nor anything contained in it shall form the basis of, or be relied upon in conjunction with, any offer or commitment whatsoever in any jurisdiction. Investors should not acquire any Nil Paid Rights, Fully Paid Rights or New Ordinary Shares except on the basis of the information contained in the Prospectus.

A copy of the Prospectus is available on the Company's website, www.rolls-royce.com/investors. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement. The Prospectus provides further details of the New Ordinary Shares, the Nil Paid Rights and the Fully Paid Rights being offered pursuant to the Rights Issue.

This announcement does not contain or constitute an offer for sale or the solicitation of an offer to purchase or subscribe for securities in the United States or any other state or jurisdiction in which such release, publication or distribution would be unlawful. The Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, in or into the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States or other jurisdiction. There will be no public offer of the Nil Paid Rights, the Fully Paid Rights or the New Ordinary Shares in the United States. Subject to certain limited exceptions, Provisional Allotment Letters have not been, and will not be, sent to, and Nil Paid Rights have not been, and will not be, credited to the CREST account of, any Qualifying Shareholder with a registered address in or that is located in the United States. None of the New Ordinary Shares, the Nil Paid Rights, the Fully Paid Rights or the Provisional Allotment Letters, this announcement or any other document connected with the Rights Issue has been or will be approved or disapproved by the United States Securities and Exchange Commission or by the securities commissions of any state or other jurisdiction of the United States or any other regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares, the Nil Paid Rights or the Fully Paid Rights, or the accuracy or adequacy of the Provisional Allotment Letters, this announcement or any other document connected with the Rights Issue. Any representation to the contrary is a criminal offence in the United States.

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, Nil Paid Rights, Fully Paid Rights or New Ordinary Shares or to take up any entitlements to Nil Paid Rights in any jurisdiction. No offer or invitation to purchase or subscribe for, or any solicitation to purchase or subscribe for, Nil Paid Rights, Fully Paid Rights or New Ordinary Shares or to take up any entitlements to Nil Paid Rights will be made in any jurisdiction in which such an offer or solicitation is unlawful.

The information contained in this announcement, the Prospectus and the Provisional Allotment Letters is not for release, publication or distribution to persons in the United States, New Zealand, United Arab Emirates, South Africa or any other jurisdiction where the extension or availability of the Rights Issue (and any other transaction contemplated thereby) would breach any applicable law or regulation, and, subject to certain exceptions, should not be distributed, forwarded to or

transmitted in or into any jurisdiction, where to do so might constitute a violation of local securities laws or regulations.

The distribution of this announcement, the Prospectus, the Provisional Allotment Letter, and the offering or transfer of Nil Paid Rights, Fully Paid Rights or New Ordinary Shares into jurisdictions other than the United Kingdom may be restricted by law, and, therefore, persons into whose possession this announcement, the Prospectus, the Provisional Allotment Letter and/or any accompanying documents comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdiction. In particular, subject to certain exceptions, this announcement, the Prospectus and the Provisional Allotment Letters should not be distributed, forwarded to or transmitted in or into the United States, New Zealand, United Arab Emirates South Africa or any other jurisdiction where the extension or availability of the Rights Issue (and any other transaction contemplated thereby) would breach any applicable law or regulation. Recipients of this announcement and/or the Prospectus should conduct their own investigation, evaluation and analysis of the business, data and property described in this announcement and/or the Prospectus.

This announcement does not constitute a recommendation concerning any investor's options with respect to the Rights Issue. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. The contents of this announcement are not to be construed as legal, business, financial or tax advice. Each shareholder or prospective investor should consult his, her or its own legal adviser, business adviser, financial adviser or tax adviser for legal, financial, business or tax advice.

NOTICE TO ALL INVESTORS

BNP Paribas ("**BNP Paribas**"), Citigroup Global Markets Limited ("**Citigroup**"), Goldman Sachs International ("**Goldman Sachs**"), HSBC Bank plc ("**HSBC**"), Jefferies International Limited ("**Jefferies**"), Morgan Stanley & Co. International plc ("**Morgan Stanley**"), Crédit Agricole Corporate and Investment Bank ("**Crédit Agricole CIB**"), Banco Santander, S.A. ("**Santander**"), SMBC Nikko Capital Markets Limited ("**SMBC Nikko**") and Société Générale ("**Société Générale**", and, together with Goldman Sachs, Morgan Stanley, BNP Paribas, Citigroup, HSBC, Jefferies, Crédit Agricole CIB, Santander and SMBC Nikko, the "**Banks**") are authorised in the United Kingdom by the Financial Conduct Authority and regulated by the Financial Conduct Authority and, in the case of BNP Paribas, lead supervised by the European Central Bank ("**ECB**") and the *Autorité de Contrôle Prudentiel et de Résolution* ("**ACPR**") (and its London Branch is authorised by the ECB, the ACPR and the Prudential Regulation Authority and subject to limited regulation by the Financial Conduct Authority and the Prudential Regulation Authority). Each of the Banks is acting exclusively for Rolls-Royce Holdings plc in relation to the Rights Issue and no other person in connection with the Rights Issue and will not be responsible to anyone other than Rolls-Royce Holdings plc for providing the protections afforded to their respective clients nor for providing advice to any person in relation to the Rights Issue or any matters referred to in this announcement. Goldman Sachs is acting as Financial Adviser to the Company and no other person in connection with this announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Goldman Sachs nor for providing advice to any person in relation to any matters referred to in this announcement.

None of the Banks, nor any of their respective subsidiaries, branches or affiliates, nor any of their respective directors, officers or employees owes or accepts any duty, liability or responsibility

whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of the Banks in connection with the Rights Issue, this announcement, any statement contained herein, or otherwise.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by the Banks, nor any of their respective subsidiaries, branches, affiliates or agents as to, or in relation to, the accuracy or completeness of this announcement or any other information made available to or publicly available to any interested party or its advisers, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available, and any liability therefore is expressly disclaimed.

In connection with the Rights Issue, the Banks and any of their respective affiliates, may in accordance with applicable legal and regulatory provisions, engage in transactions in relation to the Nil Paid Rights, the Fully Paid Rights, the New Ordinary Shares and/or related instruments for their own account provided that the Banks and their respective affiliates may not engage in short selling for the purpose of hedging their commitments under the Underwriting Agreement (subject to certain exceptions in the Underwriting Agreement). Accordingly, references in the Prospectus to the Nil Paid Rights, Fully Paid Rights or New Ordinary Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Banks and any of their affiliates acting in such capacity.

The Banks and their respective affiliates may enter into financing arrangements with investors in connection with which the Banks and any of their affiliates may from time to time acquire, hold or dispose of New Ordinary Shares. In addition, the Banks may also co-ordinate a sell-down in the event that any underwriting crystallises as a result of the Rights Issue. The Banks and their respective affiliates do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In the event that the Banks acquire New Shares which are not taken up by Qualifying Shareholders, the Banks and their respective affiliates may co-ordinate disposals of such shares in accordance with applicable law and regulation. The Banks and their respective affiliates do not propose to make any public disclosure in relation to such transactions.

Greenhill & Co. International LLP ("**Greenhill**") is authorised by the Financial Conduct Authority and regulated by the Financial Conduct Authority and is acting exclusively as financial adviser to the Company and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Greenhill nor for providing advice in connection with the matters referred to herein. Neither Greenhill nor any of its subsidiaries, branches or affiliates, nor any of its directors, officers or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Greenhill in connection with the Rights Issue, this announcement, any statement contained herein, or otherwise.

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local

implementing measures (together, the **“MiFID II Product Governance Requirements”**), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the **“Target Market Assessment”**).

Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares may decline and investors could lose all or part of their investment; the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Underwriters will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares and determining appropriate distribution channels.