

Company No. 7524813

Rolls-Royce Holdings plc

COMPANY LIMITED BY SHARES

MONDAY



A05 *AA4NW83P* 17/05/2021 #279
COMPANIES HOUSE

At the Rolls-Royce Holdings plc (the Company) Annual General Meeting (the AGM or Meeting) held on Thursday 13 May 2021 at Kings Place, 90 York Way, London, N1 9AG, the following resolutions were passed: -

ORDINARY RESOLUTIONS

That in accordance with part 14 of the Companies Act 2006 (the Act), the Company and all companies that are its subsidiaries (together the Group) during the period to which this resolution is effective be and is hereby authorised to:

- a) make donations to political parties and/or independent election candidates;
- b) make donations to political organisations other than political parties; and
- c) incur political expenditure;

up to an aggregate amount for the Group of £100,000, and the amount authorised under each of the paragraphs (a) to (c) shall also be limited to such amount during the period from the date this resolution was passed to the earlier of the conclusion of the Company's AGM in 2022 or close of business on 30 June 2022.

That the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company:

- a) up to a nominal amount of £557,839,799 equal to the first section 551 amount as defined in Article 12 of the Articles of Association; and
- b) comprising equity shares up to a nominal amount of £1,115,679,599 of the second section 551 amount as defined in Article 12 of the Articles of Association.

The prescribed period as defined in Article 12 of the Articles of Association for which the authorities conferred by this resolution are given shall be a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the Company's AGM in 2022 or 30 June 2022, whichever is sooner.

SPECIAL RESOLUTIONS

That the Directors be and are hereby generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority provided by resolution 18 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

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- a) a pre-emptive offer; and
- b) otherwise than in connection with a pre-emptive offer, up to a nominal amount of £83,675,970 being the s561 amount in the Articles of Association;

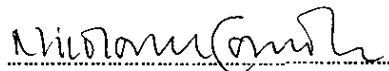
such authority to expire at the end of the Company's AGM in 2022 or 30 June 2022, whichever is sooner.

That the Company be and is generally and unconditionally authorised, for the purposes of section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares provided that:

- a) the maximum number of ordinary shares to be purchased is 836,759,698;
- b) the minimum price which may be paid for an ordinary share is 20 pence (being the nominal value of an ordinary share) and the maximum price which may be paid for each ordinary share is the higher of:
 - i. an amount equal to 105% of the average of the middle market prices for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and
 - ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Trading System (in both cases exclusive of expenses);

and this authority shall expire at the end of the Company's AGM in 2022 or 30 June 2022, whichever is sooner, and a contract to purchase shares under this authority may be made prior to the expiry of this authority and concluded, in whole or in part, after the expiry of this authority.

That with effect from the conclusion of the AGM, the amended Articles of Association of the Company, produced to the Meeting and initialled by the Chairman of the Meeting for the purposes of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.



Nicola Carroll
Deputy Secretary
Rolls-Royce Holdings plc