



Rolls-Royce Holdings plc

Kings Place
90 York Way
London
N1 9FX
United Kingdom

Annual General Meeting – 11.00am on Thursday, 1 May 2025 at the Rolls-Royce Learning and Development Centre, Wilmore Road, Derby, DE24 9BD, with facilities to attend electronically and participate fully in the meeting.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action that you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shareholding in Rolls-Royce Holdings plc (Rolls-Royce or the Company) you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was made for transmission to the purchaser or transferee.

2 April 2025

Dear shareholder

Notice of 2025 Annual General Meeting (AGM) – correction to Resolution 21

It has come to our attention that the Notice of AGM published on the Company's website on 6 March 2025 and posted to shareholders on 20 March 2025 contained certain typographical errors. This letter, which explains the errors, is supplemental to and amends the Notice of AGM.

Resolution 21 refers to the capitalisation of an amount standing to the credit of the Company's merger reserve, with the amount so capitalised to be applied in paying up in full at par one new deferred share having a nominal value equal to the value of the capitalised sum. The amount capitalised and nominal value shown in **Resolution 21(a)** should be **£6,962,405,723.98**, not £6,962,405.72 as previously published. Resolution 21 will be proposed at the AGM, following this amendment, with the correct amount capitalised and nominal value of £6,962,405,723.98, as set out overleaf.

Resolution 24 cross-references to Resolution 21 and to the "Capital Reduction Share" paid up pursuant to the capitalisation undertaken in accordance with Resolution 21. Therefore, Resolution 24 will be read and proposed at the AGM with reference to Resolution 21 as amended by this letter.

In addition, the explanatory notes to the Notice of AGM in relation to Resolutions 21 and 24 contained related typographical errors which have been corrected in the amended Notice of AGM. A copy of the amended Notice of AGM, together with this letter and the 2024 Annual Report, is available on the Company's website at www.rolls-royce.com

Please submit your proxy instructions based on the text of Resolution 21 as amended by this letter. If you have already submitted your voting instructions and wish to change them, please do so by submitting a new proxy appointment. Details of the different ways to submit your proxy appointment are set out in the explanatory notes on page 6 of the amended Notice of AGM.

The AGM will be held at 11.00am on Thursday, 1 May 2025 at the Rolls-Royce Learning and Development Centre, Wilmore Road, Derby, DE24 9BD.

Yours faithfully

Claire-Marie O'Grady
Chief Governance Officer

Rolls-Royce Holdings plc

NOTICE OF ANNUAL GENERAL MEETING – SUPPLEMENT

Amended version of Resolution 21 to be proposed as an ordinary resolution at the Annual General Meeting of Rolls-Royce Holdings plc (the Company) at 11.00am on Thursday, 1 May 2025 at the Rolls-Royce Learning and Development Centre, Wilmore Road, Derby, DE24 9BD.

21. To resolve that:

- a) £6,962,405,723.98¹ of the amount standing to the credit of the merger reserve of the Company be capitalised and applied in paying up in full at par one new deferred share having a nominal value of £6,962,405,723.98 (the Capital Reduction Share);
- b) the Directors be generally authorised and empowered pursuant to s551 of the Companies Act 2006 and Article 185(d) of the Articles to allot the Capital Reduction Share to Reserves 2024 Ltd (or such other person or persons as the Directors may elect, with such person's or persons' agreement) upon the terms that it is paid up in full by such capitalisation and this authority shall expire at the end of the Company's AGM in 2026 or 30 June 2026, whichever is sooner; and
- c) the Capital Reduction Share shall have the following rights and restrictions:
 - i) the holder of the Capital Reduction Share shall have no right to receive any dividends or other distributions whether of capital or income;
 - ii) the holder of the Capital Reduction Share shall have no right to receive notice of or to attend, speak or vote at any general meeting of the Company;
 - iii) the holder of the Capital Reduction Share shall, on a return of capital on a liquidation, but not otherwise, be entitled to receive the sum of, in aggregate, £0.01, but only after the holder of each ordinary share or other class of share in the Company has received the amount paid up or credited as paid up on such a share, and its holder shall not be entitled to any further participation in the assets or profits of the Company; and
 - iv) it shall not be transferable save that the Company shall have irrevocable authority from its holder to at any time do all or any of the following without the prior approval of such holder:
 - a. to appoint any person to execute on behalf of its holder a transfer and/or an agreement to transfer it to any person the Company determines without making any payment to its holder;
 - b. in accordance with the provisions of the Act, to reduce its capital by cancelling the Capital Reduction Share without making any payment to its holder;
 - c. pending such a transfer and/or cancellation to retain the certificates, if any, in respect of the Capital Reduction Share; and
 - d. a reduction by the Company of the capital paid up or credited as paid up on the Capital Reduction Share, the cancellation of the Capital Reduction Share, and/or the creation or issue of further shares in the capital of the Company ranking in priority for payment of a dividend or in respect of capital or which confer on the holders voting rights more favourable than those conferred by the Capital Reduction Share will be deemed as being in accordance with the rights attaching to the Capital Reduction Share and will not involve a variation of such rights for any purpose.

1 As at 31 December 2024