

17 March 2023

**Rolls-Royce Holdings plc**

**Notification and public disclosure of transactions by persons discharging managerial responsibilities and persons closely associated with them**

Rolls-Royce Holdings plc (the Company) announces that the following persons discharging managerial responsibilities (PDMRs) transacted in ordinary shares of 20p each in the Company due to the lapse of awards under the Rolls-Royce Long-Term Incentive Plan (LTIP).

**LTIP**

The following LTIP shares lapsed on 16 March 2023 due to performance conditions not being met. The awards were made on 16 March 2020 and were adjusted on 12 November 2020 following the rights issue. Performance was measured over three years to 31 December 2022.

PDMR	Shares lapsed
Sarah Armstrong	99,678
Rob Watson	47,611

The following LTIP shares were adjusted on 16 March 2023 as the performance conditions were not met and will formally lapse on 16 March 2025. The awards were made on 16 March 2020 and were adjusted on 12 November 2020 following the rights issue. Performance was measured over three years to 31 December 2022.

PDMR	Shares to lapse in 2025
Tom Bell	626,286
Chris Cholerton	551,695
Mark Gregory	401,719

1		Details of the person discharging managerial responsibilities / person closely associated	
a)	Name	Sarah Armstrong	
2		Reason for the notification	
a)	Position/status	Chief People Officer	
b)	Initial notification /Amendment	Initial notification	
3		Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name	Rolls-Royce Holdings plc	
b)	LEI	213800EC7997ZBLZJH69	
4		Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted	
a)	Description of the financial instrument, type of instrument	Ordinary Shares of 20p each	
	Identification code	GB00B63H8491	
b)	Nature of the transaction	Lapse of awards made under the Rolls-Royce Long-Term Incentive Plan	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		Nil	99,678
d)	Aggregated information		
	- Aggregated volume	99,678	
	- Price	Nil	
e)	Date of the transaction(s)	16 March 2023	
f)	Place of the transaction(s)	Outside a trading venue	

1)	Place of the transaction(s)	Outside a trading venue
----	-----------------------------	-------------------------

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>					
a)	Name	Tom Bell				
<b>2</b>	<b>Reason for the notification</b>					
a)	Position/status	President - Defence; Chairman & CEO - Rolls-Royce North America				
b)	Initial notification /Amendment	Initial notification				
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name	Rolls-Royce Holdings plc				
b)	LEI	213800EC7997ZBLZJH69				
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>					
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary Shares of 20p each  GB00B63H8491				
b)	Nature of the transaction	Adjustment of award made under the Rolls-Royce Long-Term Incentive Plan which will lapse on 16 March 2025				
c)	Price(s) and volume(s)	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>Nil</td> <td>626,286</td> </tr> </tbody> </table>	Price(s)	Volume(s)	Nil	626,286
Price(s)	Volume(s)					
Nil	626,286					
d)	Aggregated information - Aggregated volume  - Price	626,286  Nil				
e)	Date of the transaction(s)	16 March 2023				
f)	Place of the transaction(s)	Outside a trading venue				

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>					
a)	Name	Chris Cholerton				
<b>2</b>	<b>Reason for the notification</b>					
a)	Position/status	President - Civil Aerospace				
b)	Initial notification /Amendment	Initial notification				
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>					
a)	Name	Rolls-Royce Holdings plc				
b)	LEI	213800EC7997ZBLZJH69				
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>					
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary Shares of 20p each  GB00B63H8491				
b)	Nature of the transaction	Adjustment of award made under the Rolls-Royce Long-Term Incentive Plan which will lapse on 16 March 2025				
c)	Price(s) and volume(s)	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table>	Price(s)	Volume(s)		
Price(s)	Volume(s)					

		Nil	551,695
d)	Aggregated information - Aggregated volume - Price	551,695 Nil	
e)	Date of the transaction(s)	16 March 2023	
f)	Place of the transaction(s)	Outside a trading venue	

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>						
a)	Name	Mark Gregory					
<b>2</b>	<b>Reason for the notification</b>						
a)	Position/status	General Counsel					
b)	Initial notification /Amendment	Initial notification					
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>						
a)	Name	Rolls-Royce Holdings plc					
b)	LEI	213800EC7997ZBLZJH69					
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>						
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary Shares of 20p each  GB00B63H8491					
b)	Nature of the transaction	Adjustment of award made under the Rolls-Royce Long-Term Incentive Plan which will lapse on 16 March 2025					
c)	Price(s) and volume(s)	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>Nil</td> <td>401,719</td> </tr> </tbody> </table>		Price(s)	Volume(s)	Nil	401,719
Price(s)	Volume(s)						
Nil	401,719						
d)	Aggregated information - Aggregated volume - Price	401,719 Nil					
e)	Date of the transaction(s)	16 March 2023					
f)	Place of the transaction(s)	Outside a trading venue					

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>		
a)	Name	Rob Watson	
<b>2</b>	<b>Reason for the notification</b>		
a)	Position/status	President - Rolls-Royce Electrical	
b)	Initial notification /Amendment	Initial notification	
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>		
a)	Name	Rolls-Royce Holdings plc	
b)	LEI	213800EC7997ZBLZJH69	
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of</b>		

	<b>transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>					
a)	Description of the financial instrument, type of instrument  Identification code	Ordinary Shares of 20p each  GB00B63H8491				
b)	Nature of the transaction	Lapse of awards made under the Rolls-Royce Long-Term Incentive Plan				
c)	Price(s) and volume(s)	<table border="1"> <thead> <tr> <th>Price(s)</th> <th>Volume(s)</th> </tr> </thead> <tbody> <tr> <td>Nil</td> <td>47,611</td> </tr> </tbody> </table>	Price(s)	Volume(s)	Nil	47,611
Price(s)	Volume(s)					
Nil	47,611					
d)	Aggregated information  - Aggregated volume  - Price	47,611  Nil				
e)	Date of the transaction(s)	16 March 2023				
f)	Place of the transaction(s)	Outside a trading venue				

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact [rns@seg.com](mailto:rns@seg.com) or visit [www.ms.com](http://www.ms.com).

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

DSHBSGDXSUBDGXR