

06 March 2024

**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 grant of awards under the Rolls-Royce Incentive Plan (Incentive Plan) and the grant of awards under the Rolls-Royce Long-Term Incentive Plan (LTIP).

**Incentive Plan**

The following conditional share awards were granted on 1 March 2024 under the Incentive Plan at a price of £3.661 per share in accordance with our Remuneration Policy approved by shareholders at the 2021 Annual General Meeting.

<b>PDMR</b>	<b>Ordinary shares</b>
Tufan Erginbilgic	1,278,476
Helen McCabe	247,938
Sarah Armstrong	157,177
Simon Burr	63,719
Chris Cholerton	188,053
Nicola Grady-Smith	65,364
Mark Gregory	165,282
Adam Riddle	162,920
Rob Watson	169,135

**LTIP**

The following conditional share awards were granted on 1 March 2024 under the LTIP at a price of £3.661 per share in accordance with our Remuneration Policy approved by shareholders at the 2021 Annual General Meeting.

<b>PDMR</b>	<b>Ordinary shares</b>
Sarah Armstrong	259,536
Simon Burr	240,372
Chris Cholerton	327,477
Nicola Grady-Smith	240,372
Mark Gregory	279,048
Adam Riddle	447,008
Jörg Stratmann	308,459
Rob Watson	314,122

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
a)	Name	Tufan Erginbilgic
<b>2</b>	<b>Reason for the notification</b>	
a)	Position/status	Chief Executive
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	Ordinary Shares of 20p each
	Identification code	GB00B63H8491

b)	Nature of the transaction	Grant of awards made under the Rolls-Royce Incentive Plan	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		£3.661	1,278,476
d)	Aggregated information		
	- Aggregated volume	1,278,476	
	- Price	£3.661	
e)	Date of the transaction(s)	1 March 2024	
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	Helen McCabe	
<b>2</b>	<b>Reason for the notification</b>		
a)	Position/status	Chief Financial Officer	
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	Ordinary Shares of 20p each	
	Identification code	GB00B63H8491	
b)	Nature of the transaction	Grant of awards made under the Rolls-Royce Incentive Plan	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		£3.661	247,938
d)	Aggregated information		
	- Aggregated volume	247,938	
	- Price	£3.661	
e)	Date of the transaction(s)	1 March 2024	
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	Sarah Armstrong	
<b>2</b>	<b>Reason for the notification</b>		
a)	Position/status	Chief People Officer	
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>Transaction 1</b>							
b)	Nature of the transaction	Grant of awards made under the Rolls-Royce 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>£3.661</td> <td>157,177</td> </tr> </tbody> </table>		Price(s)	Volume(s)	£3.661	157,177
Price(s)	Volume(s)						
£3.661	157,177						
d)	Aggregated information - Aggregated volume - Price	157,177 £3.661					
e)	Date of the transaction(s)	1 March 2024					
f)	Place of the transaction(s)	Outside a trading venue					
<b>Transaction 2</b>							
b)	Nature of the transaction	Grant 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>£3.661</td> <td>259,536</td> </tr> </tbody> </table>		Price(s)	Volume(s)	£3.661	259,536
Price(s)	Volume(s)						
£3.661	259,536						
d)	Aggregated information - Aggregated volume - Price	259,536 £3.661					
e)	Date of the transaction(s)	1 March 2024					
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	Simon Burr					
<b>2</b>	<b>Reason for the notification</b>						
a)	Position/status	Group Director of Engineering, Technology and Safety					
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>Transaction 1</b>							
b)	Nature of the transaction	Grant of awards made under the Rolls-Royce 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>£3.661</td> <td>63,719</td> </tr> </tbody> </table>		Price(s)	Volume(s)	£3.661	63,719
Price(s)	Volume(s)						
£3.661	63,719						
d)	Aggregated information - Aggregated volume - Price	63,719 £3.661					

e)	Date of the transaction(s)	1 March 2024	
f)	Place of the transaction(s)	Outside a trading venue	
<b>Transaction 2</b>			
b)	Nature of the transaction	Grant of awards made under the Rolls-Royce Long Term Incentive Plan	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		£3.661	240,372
d)	Aggregated information	- Aggregated volume	240,372
		- Price	£3.661
e)	Date of the transaction(s)	1 March 2024	
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	Group President	
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	Ordinary Shares of 20p each	
		Identification code	GB00B63H8491
<b>Transaction 1</b>			
b)	Nature of the transaction	Grant of awards made under the Rolls-Royce Incentive Plan	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		£3.661	188,053
d)	Aggregated information	- Aggregated volume	188,053
		- Price	£3.661
e)	Date of the transaction(s)	1 March 2024	
f)	Place of the transaction(s)	Outside a trading venue	
<b>Transaction 2</b>			
b)	Nature of the transaction	Grant of awards made under the Rolls-Royce Long Term Incentive Plan	
c)	Price(s) and volume(s)	Price(s)	Volume(s)
		£3.661	327,477
d)	Aggregated information	- Aggregated volume	327,477
		- Price	£3.661

e)	Date of the transaction(s)	1 March 2024
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	Nicola Grady-Smith				
<b>2</b>	<b>Reason for the notification</b>					
a)	Position/status	Chief Transformation Officer				
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>Transaction 1</b>						
b)	Nature of the transaction	Grant of awards made under the Rolls-Royce 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>£3.661</td> <td>65,364</td> </tr> </tbody> </table>	Price(s)	Volume(s)	£3.661	65,364
Price(s)	Volume(s)					
£3.661	65,364					
d)	Aggregated information  - Aggregated volume  - Price	65,364  £3.661				
e)	Date of the transaction(s)	1 March 2024				
f)	Place of the transaction(s)	Outside a trading venue				
<b>Transaction 2</b>						
b)	Nature of the transaction	Grant 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>£3.661</td> <td>240,372</td> </tr> </tbody> </table>	Price(s)	Volume(s)	£3.661	240,372
Price(s)	Volume(s)					
£3.661	240,372					
d)	Aggregated information  - Aggregated volume  - Price	240,372  £3.661				
e)	Date of the transaction(s)	1 March 2024				
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	Ordinary Shares of 20p each					
	Identification code	GB00B63H8491					
<b>Transaction 1</b>							
b)	Nature of the transaction	Grant of awards made under the Rolls-Royce 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>£3.661</td> <td>165,282</td> </tr> </tbody> </table>		Price(s)	Volume(s)	£3.661	165,282
Price(s)	Volume(s)						
£3.661	165,282						
d)	Aggregated information	- Aggregated volume 165,282 - Price £3.661					
e)	Date of the transaction(s)	1 March 2024					
f)	Place of the transaction(s)	Outside a trading venue					
<b>Transaction 2</b>							
b)	Nature of the transaction	Grant 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>£3.661</td> <td>279,048</td> </tr> </tbody> </table>		Price(s)	Volume(s)	£3.661	279,048
Price(s)	Volume(s)						
£3.661	279,048						
d)	Aggregated information	- Aggregated volume 279,048 - Price £3.661					
e)	Date of the transaction(s)	1 March 2024					
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	Adam Riddle					
<b>2</b>	<b>Reason for the notification</b>						
a)	Position/status	President - Defence					
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	Ordinary Shares of 20p each					
	Identification code	GB00B63H8491					
<b>Transaction 1</b>							
b)	Nature of the transaction	Grant of awards made under the Rolls-Royce 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>£3.661</td> <td>162,920</td> </tr> </tbody> </table>		Price(s)	Volume(s)	£3.661	162,920
Price(s)	Volume(s)						
£3.661	162,920						

d)	Aggregated information - Aggregated volume - Price	162,920 £3.661				
e)	Date of the transaction(s)	1 March 2024				
f)	Place of the transaction(s)	Outside a trading venue				
<b>Transaction 2</b>						
b)	Nature of the transaction	Grant 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>£3.661</td> <td>447,008</td> </tr> </tbody> </table>	Price(s)	Volume(s)	£3.661	447,008
Price(s)	Volume(s)					
£3.661	447,008					
d)	Aggregated information - Aggregated volume - Price	447,008 £3.661				
e)	Date of the transaction(s)	1 March 2024				
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	Jörg Stratmann				
<b>2</b>	<b>Reason for the notification</b>					
a)	Position/status	CEO - Rolls-Royce Power Systems AG				
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	Grant 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>£3.661</td> <td>308,459</td> </tr> </tbody> </table>	Price(s)	Volume(s)	£3.661	308,459
Price(s)	Volume(s)					
£3.661	308,459					
d)	Aggregated information - Aggregated volume - Price	308,459 £3.661				
e)	Date of the transaction(s)	1 March 2024				
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 - 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>Transaction 1</b>						
b)	Nature of the transaction	Grant of awards made under the Rolls-Royce 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>£3.661</td> <td>169,135</td> </tr> </tbody> </table>	Price(s)	Volume(s)	£3.661	169,135
Price(s)	Volume(s)					
£3.661	169,135					
d)	Aggregated information  - Aggregated volume  - Price	169,135  £3.661				
e)	Date of the transaction(s)	1 March 2024				
f)	Place of the transaction(s)	Outside a trading venue				
<b>Transaction 2</b>						
b)	Nature of the transaction	Grant 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>£3.661</td> <td>314,122</td> </tr> </tbody> </table>	Price(s)	Volume(s)	£3.661	314,122
Price(s)	Volume(s)					
£3.661	314,122					
d)	Aggregated information  - Aggregated volume  - Price	314,122  £3.661				
e)	Date of the transaction(s)	1 March 2024				
f)	Place of the transaction(s)	Outside a trading venue				

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