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Rolls-Royce Holdings plc  
27 February 2025

**Rolls-Royce Holdings plc**

**SHARE BUYBACK PROGRAMME OF UP TO £1 BILLION**

Rolls-Royce Holdings plc (the Company) announces that it will commence a share buyback programme to return up to £1 billion to shareholders (the Programme). The Programme, which will be executed in tranches, will commence today and is expected to complete no later than 31 December 2025.

The Company has entered into a non-discretionary agreement (Agreement) with UBS AG London Branch (UBS) to undertake the Programme on its behalf by making market purchases, as riskless principal, of the Company's ordinary shares of 20p each (the Shares) on the London Stock Exchange or another recognised investment exchange. UBS will make trading decisions under the Programme independently of the Company, subject to certain parameters agreed between UBS and the Company prior to the commencement of the Programme and to the Company's right to terminate the Agreement in certain limited circumstances.

Shares acquired by UBS under the Agreement will be sold on to the Company and will either be cancelled or used for the purpose of satisfying awards under the Company's employee share plans. The purpose of the Programme is therefore to reduce the Company's share capital and to meet obligations arising from its employee share plans. The maximum number of Shares that may be acquired under the Programme, as authorised by shareholders at the Company's 2024 Annual General Meeting on 23 May 2024, is 841,669,698. The Programme is expected to complete by no later than 31 December 2025.

Any purchase of Shares under the Programme will be executed in accordance with the Company's general authority<sup>1</sup> to repurchase Shares granted at its 2024 Annual General Meeting and any subsequent authority, Market Abuse Regulation 596/2014 and the Commission Delegated Regulation (EU) 2016/1052 (both as incorporated into UK domestic law by the European Union (Withdrawal) Act 2018), and Chapter 9 of the Financial Conduct Authority's UK Listing Rules.

Repurchases of Shares under the Programme will be announced no later than 7.30 a.m. on the business day following the calendar day on which the repurchase occurred.

<sup>1</sup> The existing authority to buy back Shares granted at the Company's 2024 Annual General Meeting will expire at the earlier of 30 June 2025 or the Company's 2025 Annual General Meeting, where the Company expects to seek renewal of that authority.

**For further information, please contact:**

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**About Rolls-Royce Holdings plc**

1. Rolls-Royce is a force for progress; powering, protecting and connecting people everywhere. Our products and service packages help our customers meet the growing need for power across multiple industries; enable governments to equip their armed forces with the power required to protect their citizens; and connect people, societies, cultures and economies together.
2. Rolls-Royce has a local presence in 48 countries and customers in over a hundred more, including airlines and aircraft leasing companies, armed forces and navies, and marine and industrial customers.
3. Through our multi-year transformation programme, we are building a high-performing, competitive, resilient and growing Rolls-Royce. We are building the financial capacity and agility to allow us to successfully develop and deliver the products that will support our customers through the energy transition.
4. Annual underlying revenue was £17.8 billion in 2024, and underlying operating profit was £2.46 billion.
5. Rolls-Royce Holdings plc is a publicly traded company (LSE: RR., ADR: RYCEY, LEI: 213800EC7997ZBLZJH69)

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