

1 December 2025

**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 person(s) discharging managerial responsibilities transacted in ordinary shares of 20p each in the Company (Shares) under the Rolls-Royce Incentive Plan, as set out in the remuneration policy approved by shareholders at the 2025 AGM.

**Vesting of awards**

The following Shares vested on 28 November 2025 in relation to awards made on 28 November 2023 following a percentage of base salary being deferred into Shares for two years under the Rolls-Royce Incentive Plan.

PDMR	Shares vested	Shares sold to cover statutory withholding liabilities	Shares retained
Tufan Erginbilgic	13,010	6,128	6,882
Helen McCabe	5,029	2,369	2,660

The salary deferred Shares above includes accumulated dividends during the vesting periods which were reinvested in Shares on 28 November 2025 based on the average mid-market closing price on the three days leading up to and including the relevant dividend record dates.

PDMR	Share price	Number of shares
Tufan Erginbilgic	£7.182	107
	£10.7883	54
Helen McCabe	£7.182	41
	£10.7883	20

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>			
a)	Name	Tufan Erginbilgic		
<b>2 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	213800EC7997ZBLZH69		
<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	Vest of Shares received in lieu of a percentage of base salary, including accumulated dividends reinvested in Shares		
c)	Price(s) and volume(s)	<table border="1"><tr><td>Price(s)</td><td>Volume(s)</td></tr></table>	Price(s)	Volume(s)
Price(s)	Volume(s)			

		<table border="1"> <tr><td>Nil</td><td>12,849</td></tr> <tr><td>£7.182</td><td>107</td></tr> <tr><td>£10.7883</td><td>54</td></tr> </table>	Nil	12,849	£7.182	107	£10.7883	54			
Nil	12,849										
£7.182	107										
£10.7883	54										
d)	Aggregated information - Aggregated volume - Price	13,010 £1,351.04									
e)	Date of the transaction	28 November 2025									
f)	Place of the transaction	Outside a trading venue									
<b>Transaction 2</b>											
b)	Nature of the transaction	Sale of Shares to cover statutory withholding liabilities									
c)	Price(s) and volume(s)	<table border="1"> <tr><td>Price(s)</td><td>Volume(s)</td></tr> <tr><td>£10.645</td><td>6,128</td></tr> </table>		Price(s)	Volume(s)	£10.645	6,128				
Price(s)	Volume(s)										
£10.645	6,128										
d)	Aggregated information - Aggregated volume - Price	6,128 £65,232.56									
e)	Date of the transaction	28 November 2025									
f)	Place of the transaction	London Stock Exchange, Main Market (LON)									
<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	213800EC7997ZBLZH69									
<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	Vest of Shares received in lieu of a percentage of base salary, including accumulated dividends reinvested in Shares									
c)	Price(s) and volume(s)	<table border="1"> <tr><td>Price(s)</td><td>Volume(s)</td></tr> <tr><td>Nil</td><td>4,968</td></tr> <tr><td>£7.182</td><td>41</td></tr> <tr><td>£10.7883</td><td>20</td></tr> </table>		Price(s)	Volume(s)	Nil	4,968	£7.182	41	£10.7883	20
Price(s)	Volume(s)										
Nil	4,968										
£7.182	41										
£10.7883	20										
d)	Aggregated information - Aggregated volume	5,029									

	- Price	£510.23				
e)	Date of the transaction	28 November 2025				
f)	Place of the transaction	Outside a trading venue				
<b>Transaction 2</b>						
b)	Nature of the transaction	Sale of Shares to cover statutory withholding liabilities				
c)	Price(s) and volume(s)	<table border="1"> <tr> <td>Price(s)</td><td>Volume(s)</td></tr> <tr> <td>£10.645</td><td>2,369</td></tr> </table>	Price(s)	Volume(s)	£10.645	2,369
Price(s)	Volume(s)					
£10.645	2,369					
d)	Aggregated information					
	- Aggregated volume	2,369				
	- Price	£25,218.01				
e)	Date of the transaction	28 November 2025				
f)	Place of the transaction	London Stock Exchange, Main Market (XLON)				

Name of officer of issuer responsible for making notification: Matthew Conacher

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