



Rolls-Royce plc

The Rolls-Royce plc Global Employee Share Purchase Plan

Free Share Agreement

Rolls-Royce Holdings plc (the “Company”) intends to grant you an award of free shares under the Rolls-Royce plc Global Employee Share Purchase Plan (“the Plan”) (the “Free Share Award”).

A summary of the terms of this Free Share Award are set out below.

This Free Share Agreement, the Global Appendix, the Plan Rules and any other documents or communications provided to you in connection with the Plan (the “Plan Documents”) form your agreement to receive a Free Share Award under the Plan.

By not completing and returning an opt-out form by 2 September 2024 you will be deemed to have accepted the terms set out in the Plan Documents. A link to the opt-out form can be found on e-mail communications sent directly to you, and also on <https://shareplans.rolls-royce.com>

Words and phrases used in this Free Share Agreement have the meanings given in the Plan Rules.

Award Date	12 September 2024
Number of Shares subject to the Award	You will receive 150 free shares. The value of the Shares you will receive will depend on the market value of the Shares at the Expected Vesting Date.
Conditions	You must be employed on the 1 August 2024 and remain in continuous employment with Rolls-Royce until 12 September 2025 to receive the Shares subject to your Award.
Forfeiture	If you leave Rolls-Royce prior to 12 September 2025 you will forfeit the right to receive the shares, unless you leave for one of the following reasons: <ul style="list-style-type: none">• Retirement• Redundancy• Death in service• Disability, illness or serious injury• The business you work for is sold (“favourable leaver reasons”), unless the Company decides otherwise.
Expected Vesting Date	12 September 2025.



Shareholder rights	You will have no rights as a shareholder, for example you are not entitled to receive shareholder payments or have the right to vote at General Meetings of Rolls-Royce, until the Expected Vesting Date.
Shareholder payments and reinvestment	<p>The payment of shareholder payments is not guaranteed. Shareholder payments are normally made by issuing redeemable C Shares, of 0.1 pence value each.</p> <p>If you leave your Shares in the share account operated by the Share Plan Trustee appointed by Rolls-Royce after the Expected Vesting Date;</p> <ul style="list-style-type: none"> • all C Shares received will be redeemed for cash and this cash will be reinvested into ordinary Rolls-Royce Shares; and • any amount not used to buy ordinary Rolls-Royce Shares shall be carried forward and added to the next shareholder payment to be reinvested.
Share account	Free Shares issued to you under the Plan will be placed in a share account and held on your behalf by the Share Plan Trustee.
Share Plan Trustee	Equiniti Share Plan Trustees Limited is the Share Plan Trustee of the Plan, who will receive and hold your Plan Shares on trust for you under the terms of the Plan when they vest.