



YOUR SHARES: MATCHED

Rewarding you when we win together



Own part of Rolls-Royce and make a difference

Introducing *Your Shares: Matched*. A simple way to own shares and invest in our future together. Buy one share, get one free!

Rolls-Royce is a force for progress; powering, protecting and connecting people everywhere. We are making great progress in becoming the high performing, competitive, resilient and growing business we have the potential to be, but we must stay focussed and maintain our momentum.

We all make a difference. That's why we reward you when we win together.

As owners of Rolls-Royce, we're in this together – doing everything we can every day to achieve our strategy and live up to our behaviours.

You'll find everything you need to know about *Your Shares: Matched* in this brochure. We hope you'll join us in this exciting opportunity!

Let's stay focused, deliver our plan, and win together as one Rolls-Royce.



Key features

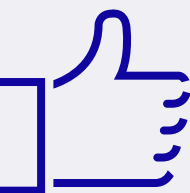
Your Shares: Matched is your opportunity to become a Rolls-Royce shareholder and own part of our business.

Your Shares: Matched is...



Affordable

Invest between £5 and £150 each month to purchase shares in Rolls-Royce. Because the investment is taken from your gross pay you pay no taxes on the money you invest.



Rewarding

For every share you buy up to £50 each month, we give you an extra Matching Share for free!



Flexible

Start, stop or change your investment at any time.



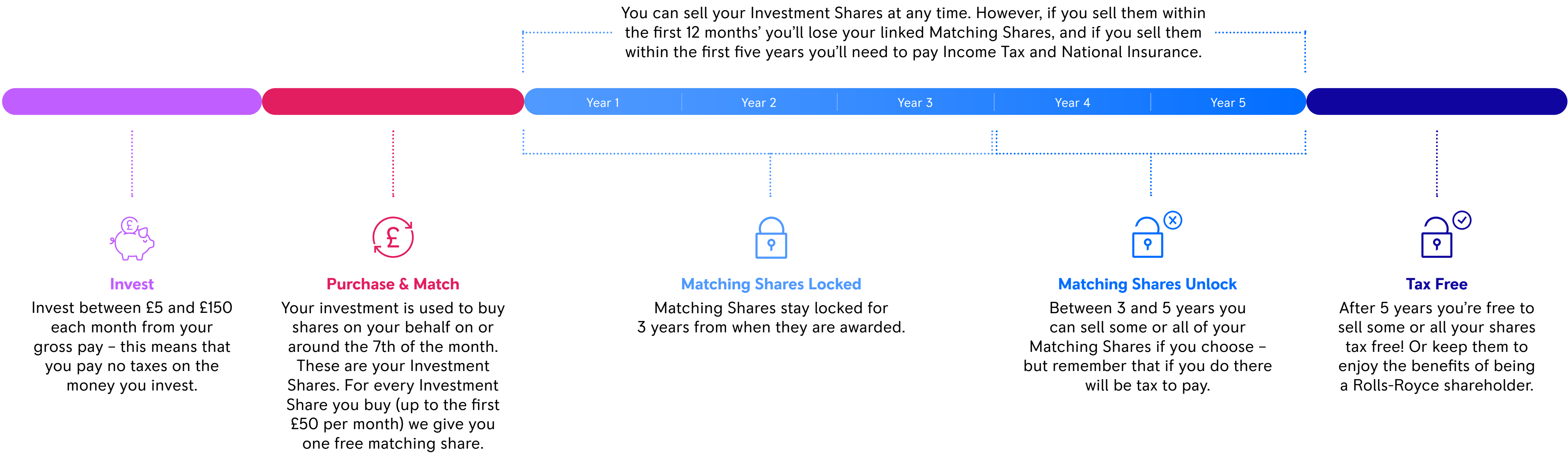
Empowering

Enjoy the benefits of owning part of our company.



Your handy timeline

Enjoy flexibility – join, change or stop investing anytime. Take action before the 10th of the month for changes in the same months’ pay.



Ongoing Investment

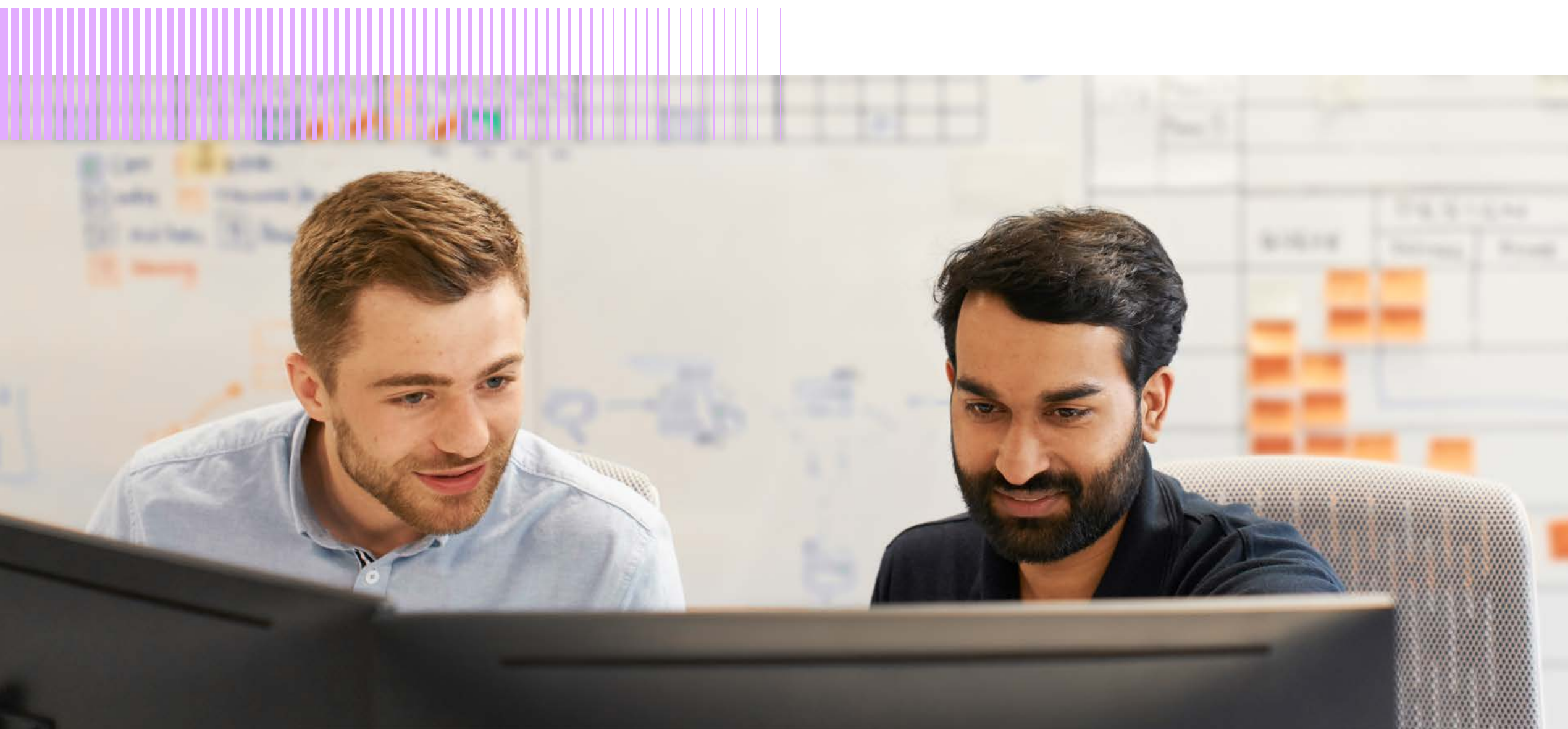
Your Investment & Matching Shares are held in a Trust on your behalf.
Your Shares Matched is evergreen – so once you’ve joined you will continue in the plan until you stop your contribution.

How Your Shares: Matched works

Joining is easy. You decide how much you want to invest in Rolls-Royce shares. You can choose to invest between £5 and £150 each month from your gross pay this means that you won't pay any Income Tax or National Insurance Contributions (NICs) on the amount you invest. For each share you buy up to the value of £50, we'll give you an additional share for free. These are known as Matching Shares. Both the Investment Shares and the Matching Shares will be held in Trust on your behalf – and so long as you retain them for five years there will be no Income Tax or NICs to pay.

Your Shares: Matched is for everyone who:

- Is directly employed by Rolls-Royce as a permanent employee – this means that contractors and agency workers are not eligible
- Is based in one of our participating countries



What happens next?

Watch your pot grow as you keep buying Investment Shares and we add Matching Shares.

Investment Shares

You can sell your Investment Shares at any time – but it's worth bearing in mind that if you sell them within 1 year of purchase you'll lose your linked Matching Shares.

Matching Shares

Matching shares are locked for 3 years, after which they are yours to keep or sell – but if you wait another 2 years your shares will be free of Income Tax and NICs. See the Tax section on the following page and the Q&A on [Your Shares Hub](#) for more details.

Dividends

If Rolls-Royce chooses to pay a dividend, you're eligible to receive this on any Investment and Matching Shares that are held in the Trust. Dividends are paid per share – so the more shares you have, the more profits you receive.

When you apply to join *Your Shares: Matched* you'll be able to choose to receive any dividend in cash, or to have your dividend reinvested into further Rolls-Royce shares – known as Dividend Shares. As long as you hold onto your Dividend Shares for 3 years, there's no Income Tax or NICs to pay.

Just to note, dividends are dependent on our performance, so are never guaranteed.

Tax

Your Shares: Matched offers some great tax efficiencies:

- So long as you keep your shares for 5 years, there is no Income Tax or NICs to pay:
 - on the money that you invest each month to purchase the shares
 - on the Matching Shares
- There is no Capital Gains Tax (CGT) payable on any increase in the value of the shares when they're in the Trust or at the point when you withdraw / sell them directly from the Trust. If you withdraw them and then sell them at a later date, CGT may be payable (subject to your CGT allowance) on the difference between the price that you sell them at and the market value at the time when the shares were taken out of Trust.



Income Tax and NIC charges may be payable if your Investment, Matching or Dividend Shares are withdrawn from the Trust (either transferred or sold) within 5 years of when they were acquired.

The table below summarises the tax treatment of the withdrawal of your shares depending on when the shares are withdrawn:

Type of share	Time period from acquisition		
	Less than 3 years	3-5 years	After 5 years
Investment Shares	Income Tax and NICs on the market value of the shares when you withdraw them from the Trust	Income Tax and NICs on the lower of: <ul style="list-style-type: none">- Salary used to buy shares; or- Market value of the shares when you withdraw them from the Trust	No Income Tax or NICs to pay
Matching Shares	Not applicable (Matching Shares are locked for 3 years)	Income Tax and NICs on the lower of: <ul style="list-style-type: none">- Market value of the shares when they are acquired; or- Market value of the shares when you withdraw them from the Trust	No Income Tax or NICs to pay
Dividend Shares	Not applicable. Dividend Shares are locked for 3 years	No Income Tax or NICs to pay	No Income Tax or NICs to pay

Examples

Alex’s story

1

Alex joins *Your Shares: Matched* and decides to Invest £50.00 a month.

£50.00

3

Number of Investment Shares purchased: $(£50.00 / £7.50)$

6

5

Alex has a small balance remaining from purchasing Investment Shares: £5.00 $(£50.00 - (7.50 \times 6))$, this balance will be carried forward and used in the next month’s purchase.

£5.00

2

The share price at the point of purchase is

£7.50

4

Because Alex invested £50.00, they receive 1 share for each Investment Share purchased. Number of Matching Shares:

6

Jesse’s story

1

Jesse joins *Your Shares: Matched* and decides to Invest £85.00 a month.

£85.00

3

Number of Investment Shares purchased: $(£85.00 / £7.50)$

11

5

Jesse has a small balance remaining from purchasing Investment Shares: £2.50 $(£85.00 - (7.50 \times 11))$, this balance will be carried forward and used in the next month’s purchase.

£2.50

2

The share price at the point of purchase is

£7.50

4

Because Jesse invested £85.00, they will receive 1 share for each Investment Share purchased on the first £50.00 $(£50.00 / £7.50)$ Number of Matching Shares:

6

Please note the Rolls-Royce share price will fluctuate – it can go down as well as up.

What happens if I leave?

When you leave Rolls-Royce your shares will come out of the Trust. What happens to your shares when you leave depends on your leaving reason.

If you leave due to disability, retirement, redundancy, or the business you work for is sold or if you die, all your shares (Investment, Matching and Dividend) will be withdrawn from the Trust and no Income Tax or NICs will be payable.



If you leave due to dismissal you will lose any Matching Shares that you’ve been awarded in the previous 12 months.

Type of share/Time period from acquisition	Less than 1 year	Less than 3 years	3-5 years	After 5 years
Investment Shares	Income Tax and NICs on the market value of the shares when they are withdrawn from the Trust	Income Tax and NICs on the market value of the shares when they are withdrawn from the Trust	Income Tax and NICs on the lower of: <ul style="list-style-type: none">Salary used to buy shares; orMarket value of the shares when they are withdrawn from the Trust	No Income Tax or NICs to pay
Matching Shares	If you’re dismissed you’ll lose these shares. If you resign then then you’ll pay Income Tax and NICs on the market value of the shares when they are withdrawn from the Trust.	Income Tax and NICs on the market value of the shares when they are withdrawn from the Trust	Income Tax and NICs on the lower of: <ul style="list-style-type: none">Market value of the shares when they are acquired; orMarket value of the shares when they are withdrawn from the Trust	No Income Tax or NICs to pay
Dividend Shares	The cash dividend that you used to buy Dividend Shares is taxed as a dividend in the year in which the shares are withdrawn from Trust	The cash dividend that you used to buy Dividend Shares is taxed as a dividend in the year in which the shares are withdrawn from Trust	No Income Tax or NICs to pay	No Income Tax or NICs to pay

How to join and make changes

We partner with a specialist Share Plan Administrator, Equiniti Limited (Equiniti), to manage our share plans – you can access your account and register to be part of the plan using the links below:

- If you're logging on from a Rolls-Royce device, you can access your account [here](#)
- If you're logging on from a personal device to go: <https://www.esp-portal.com/clients/rolls-royce>. You'll need your Equiniti account number, which you can find on your invitation, and your password.

New to Rolls-Royce?

If you're new to Rolls-Royce, the single sign on link may not work for you immediately. Look out for an e-mail from Equiniti inviting you to join the plan within 4 – 6 weeks of joining.

First time logging on?

If you don't have an Equiniti account already, logging in for the first time is a bit like opening a bank account. You'll need to complete some onboarding steps to activate your account – we've created a step-by-step guide to help you through the process that you can find on [Your Shares Hub](#).

To register for the plan:

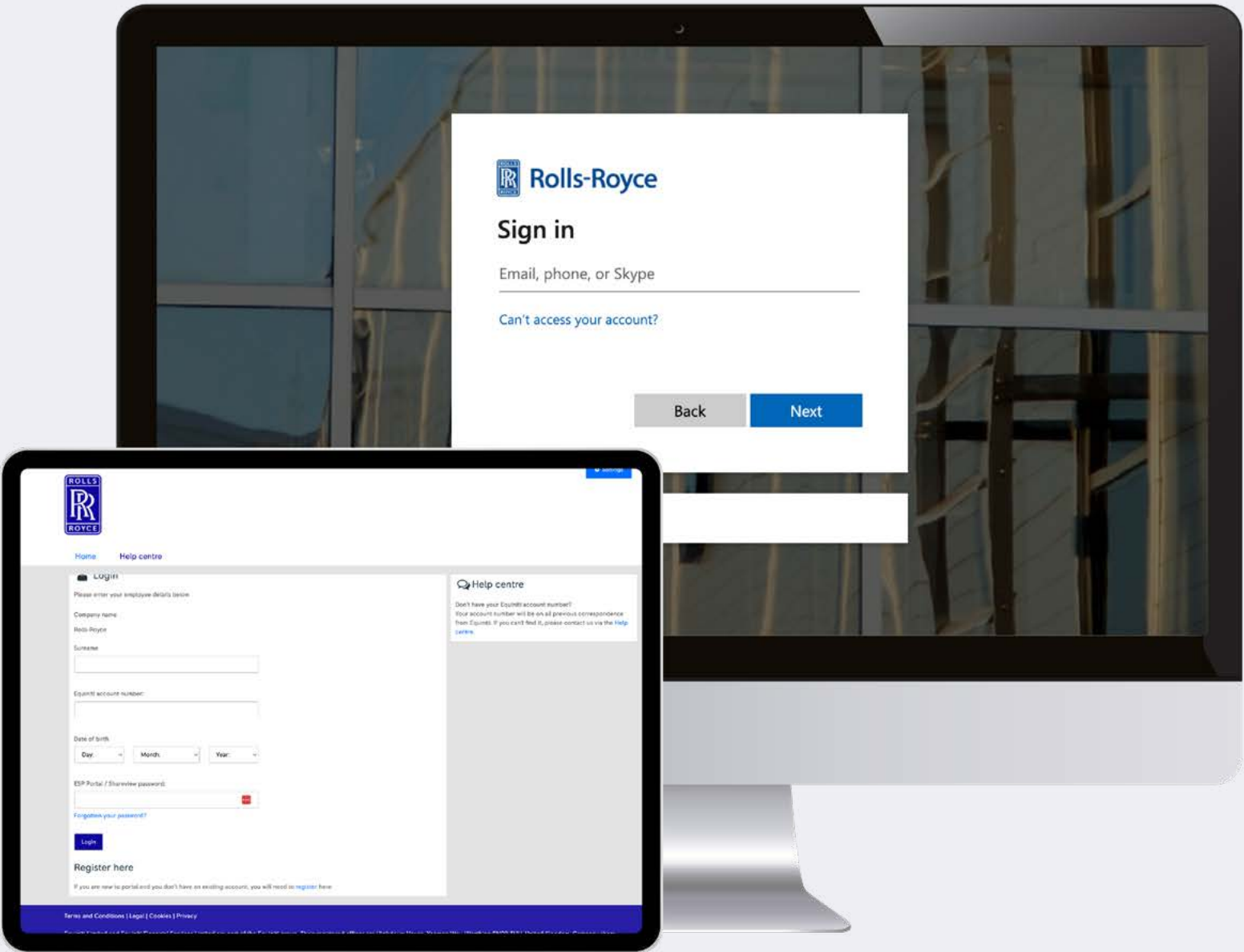
- Log in via the SSO [here](#)
- Go to 'My Investments'
- Go to 'Your Shares: Gifted and Matched' and follow the joining steps

We've created a registration guide which will help you through the application which you can find [here](#).

Making changes

Your Shares: Matched is designed to be flexible, and you can make changes at any time. Any changes made by the 10th of the month will be effective in the same months' salary.

For example, if you register for *Your Shares: Matched* or change your investment on the 10th of June, your instruction will be carried out for the June payroll and the shares will be purchased in July. But if you register on the 13th June, your instruction won't be carried out until the July payroll and the shares will be purchased in August.



One home for everything

Thinking of joining *Your Shares: Matched* but have a few questions?

[Your Shares Hub](#) is the first place to go for any information and support. We've designed it to help you learn more about share ownership at Rolls-Royce. You'll find plenty of resources including:

A video overview

Benefits of being a shareholder

Resources and supporting legal documents

Tax guidance

Calculator

A Q&A, including these questions...

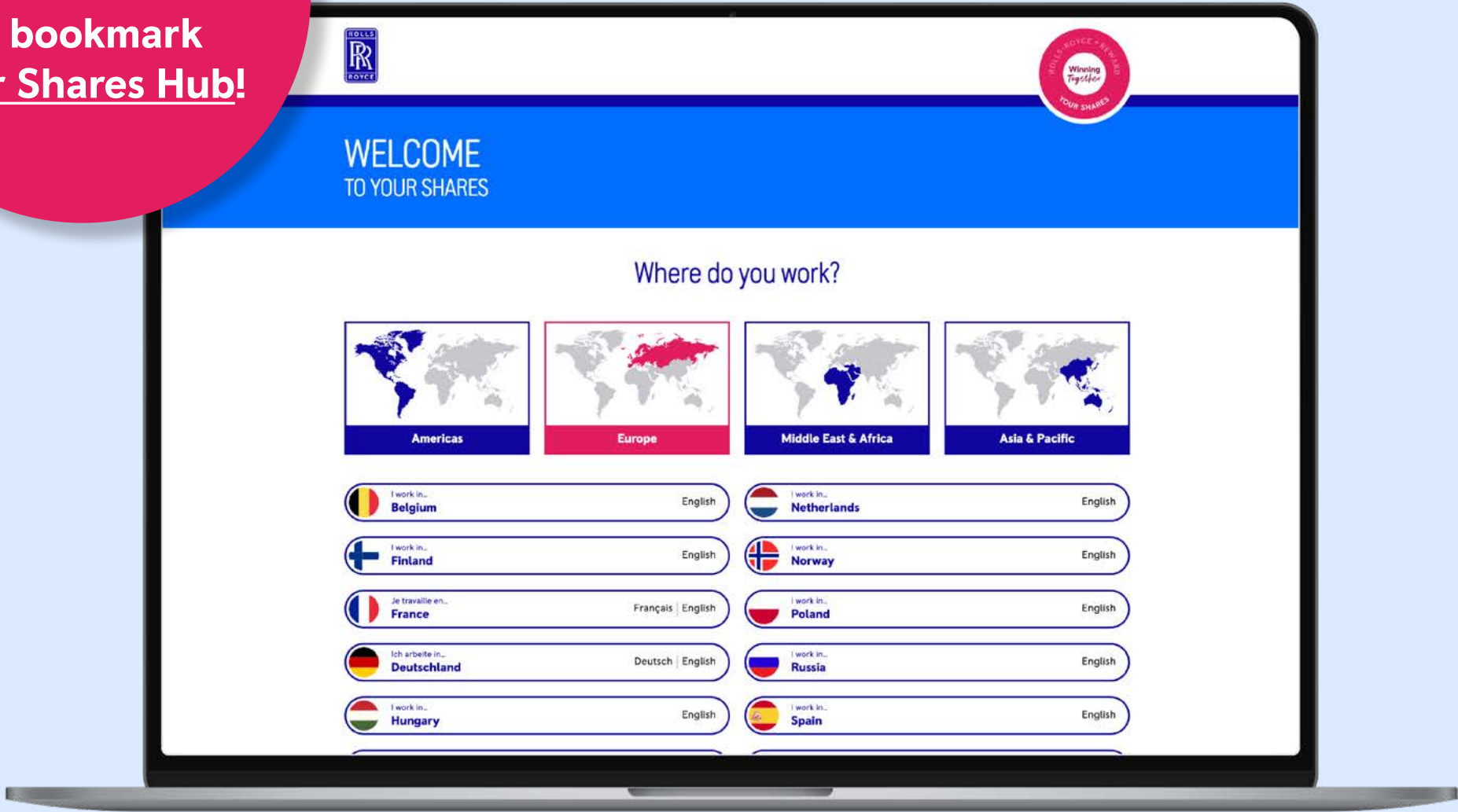
Where can I view my shares?

What happens if I leave?

What happens if I move country?

How are shares taxed?

Remember to bookmark [Your Shares Hub!](#)



Need more support?

You should be able to find all the information you need on [Your Shares Hub](#) and the resources we've provided. If you have any questions that aren't covered, you'll find our contact details in the 'Support' section.



YOUR SHARES: MATCHED

Rewarding you when we win together

Disclaimer

1. Please note participation in the Your Shares: Matched is not a guarantee of performance – the value of Rolls-Royce shares can go down as well as up, and your investment could lose value. Terms and conditions apply. This document is intended to provide information and not advice. No member of Rolls-Royce or any of their officers, employees, agents or representatives is giving you investment, tax or other advice in relation to *Your Shares: Matched*.
2. Whether or not you join the *Your Shares: Matched* is a personal decision that will have no impact on your employment relationship.
3. You may wish to seek independent, professional financial and/or tax advice if you need tailored advice specific to your circumstances.
4. The information provided on this website and other communications in connection with the *Your Shares: Matched* is provided in good faith. If it conflicts with any official documentation or applicable legislation, they will prevail.
5. The share price may increase or decrease the value of your investment and the Rolls-Royce match.
6. Tax legislation can change over time. It is your responsibility to understand and adhere to the tax regulations in your jurisdiction.

