



Important Notice
The Depository Trust Company

B #:	13184-20
Date:	April 29, 2020
To:	All Participants
Category:	Depository Services Fee
From:	International Services
Attention:	Operations, Reorg & Dividend Managers, Partners & Cashiers
Subject:	Depository Fees Notification Rolls- Royce Holdings PLC CUSIPs # 775781206 JPMorgan Chase Bank, N.A.

The Depository Trust Company has received from JPMorgan Chase Bank, N.A, the attached information regarding depository fees. Charges will be processed through the billing statement on the seventh business day of the month following the Record Date.

Important Legal Information: *The Depository Trust Company (“DTC”) does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages. To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*

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Non-Confidential

April 28, 2020

JPMorgan Chase Bank, N.A.
500 Stanton Christiana Rd.
Newark, Delaware 19713-2107

ADR Settlements: 302-552-0230

DEPOSITARY FEES NOTIFICATION - FINAL ANNOUNCEMENT

J.P. Morgan (the "Depositary") hereby represents and warrants to The Depositary Trust Company ("DTC") that it may collect and receive, pursuant to the terms and conditions of the Second Amended and Restated Deposit Agreement (the "Agreement") dated as of August 10, 2015, by **Rolls- Royce Holdings PLC** and the Depositary, an annual service fee per ADR share in accordance with the table below (the "Representation"):

Depositary	DTC #	Security Name	CUSIP	Security Type	Fee	Record Date
J.P. Morgan	0923	Rolls- Royce Holdings PLC	775781206	ADR	\$0.01	May 29, 2020

The Depositary hereby instructs DTC to collect and pass-through such fee(s) to the Depositary (the "Instruction").

Depositary hereby agrees to indemnify and defend DTC and its respective officers, directors, employees, agents and attorneys (the "Indemnities") from and against, and hold the Indemnities harmless from, any and all liabilities, damages, judgments, payments, litigations, costs and expenses (including without limitation any costs of investigation and legal fees and expenses incurred), regardless of whether or not any liability, payment, obligation or judgment is ultimately imposed against the Indemnities (together "Losses") and/or any claim, counterclaim, demand, action, suit, counterclaim, arbitration, inquiry, proceeding or investigation before any federal, state or foreign court or other tribunal, or any investigative or regulatory agency or SRO (together "Legal Actions") suffered or incurred by the Indemnities resulting from, relating to, arising out of, or in connection with the Representation and/or the Instruction.

For more information on J.P. Morgan's Depositary Receipt services, go to www.jpmorgan.com/visit/adr.

For market information on Depositary Receipts and international equities, go to J.P. Morgan's Web site www.adr.com.

Disclosures

J.P. Morgan collects fees from holders of depositary receipts. JPMorgan may (i) reimburse the issuer for certain expenses incurred by the issuer in connection with the depositary receipts program or (ii) share with the issuer revenue derived by JPMorgan from the program. JPMorgan may use brokers, dealers or other service providers that are affiliates or other divisions of JPMorgan and may earn or share fees and commissions. From time to time, J.P. Morgan may pay a rebate to brokers in connection with the deposit of shares for the issuance of unsponsored depositary receipts. J.P. Morgan disclaims all liability arising out of, or relating to, such rebates. In particular, J.P. Morgan disclaims all responsibility regarding whether such broker passes all or a portion of such rebate to beneficial holders of such depositary receipts. The details of this announcement are provided for informational purposes only. JPMorgan does not warrant or guarantee the accuracy or completeness of, and does not undertake an obligation to update or amend this announcement.

Disclaimer:

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