

Final Terms dated 14 June 2013

**ROLLS-ROYCE plc (the “Issuer”)**

**Issue of €750,000,000 2.125 per cent. Notes due 18 June 2021 (the “Notes”)  
unconditionally and irrevocably guaranteed by Rolls-Royce Holdings plc (the “Guarantor”)  
under the £1,750,000,000 Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Offering Circular dated 9 August 2012 and the supplement to it dated 5 June 2013 (the Offering Circular as so supplemented, the “Offering Circular”) which constitutes a base prospectus for the purposes of Directive 2003/71/EC as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the “Prospectus Directive”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular, including the documents incorporated by reference. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular, including the documents incorporated by reference. The Offering Circular has been published on the website of the London Stock Exchange plc at [www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html) and copies may be obtained from the registered office of the Issuer and from the specified offices of the Paying Agent for the time being in London.

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|----|-------|--|--|
| 1. | (i)   | Series Number:   | 5  |
|    | (ii)  | Tranche Number:  | 1  |
|    | (iii) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable   |
| 2. |       | Specified Currency or Currencies:                                      | Euro (“€”)   |
| 3. |       | Aggregate Nominal Amount:  |  |
|    |       | Series:  | €750,000,000   |
|    |       | Tranche:   | €750,000,000   |
| 4. |       | Issue Price:   | 99.557 per cent. of the Aggregate Nominal Amount   |
| 5. | (i)   | Specified Denomination(s):   | €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000. |
|    | (ii)  | Calculation Amount:  | €1,000   |
| 6. | (i)   | Issue Date:  | 18 June 2013   |
|    | (ii)  | Interest Commencement Date:  | Issue Date   |

7.	Maturity Date:	18 June 2021
8.	Interest Basis:	2.125 per cent. Fixed Rate
9.	Redemption/Payment Basis:	Redemption at par
10.	Change of Interest Basis or Redemption/ Payment Basis:	Not Applicable
11.	Put/Call Options:	Not Applicable
12.	Date Board approval for issuance of Notes and Guarantee obtained:	1 May 2013

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate(s) of Interest:	2.125 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	18 June in each year, commencing on 18 June 2014, up to and including the Maturity Date
	(iii) Fixed Coupon Amount(s):	€21.25 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date(s):	18 June in each year
14.	<b>Floating Rate Note Provisions</b>	Not Applicable
15.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

16.	Issuer Call:	Not Applicable
17.	Investor Put:	Not Applicable
18.	Final Redemption Amount:	€1,000 per Calculation Amount
19.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	€1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

20.	New Global Note:	Yes
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21. Form of Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
22. Additional Financial Centre(s): Not Applicable
23. Talons for future Coupons to be attached to Definitive Notes: No

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By: ALAN SEMPLE  
Duly authorised

By: BEN HORSLEY  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Date from which listing on the Official List of the UK Listing Authority and admission to trading on the regulated market of the London Stock Exchange is expected to be effective: 18 June 2013
- (ii) Estimate of total expenses related to admission to trading: £3,650

### 2. RATINGS

Ratings: The Notes to be issued are expected to be assigned the following ratings:

A3 by Moody's Investors Service, Inc.  
A by Standard and Poor's Credit Market Services Europe Limited

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

### 4. YIELD (*Fixed Rate Notes only*)

Indication of yield: 2.186 per cent.

### 5. OPERATIONAL INFORMATION

- (i) ISIN: XS0944838241
- (ii) Common Code: 094483824
- (iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable
- (iv) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

### 6. TEFRA RULES

Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA D