

**STATEMENT BY THE DIRECTORS OF THE COMPANY
made for the purposes of section 644(5) of the Companies Act 2006
("CA 2006")**

Company name : Rolls-Royce Industrial Power Systems Limited (the "Company")

Company number: 03182451

We, **Nicola Carroll, Pamela Mary Coles** and **David Warren Arthur East** being all of the directors of the Company, make the following statements:

1. The Company proposes to reduce its capital using the solvency statement procedure under section 642 of the CA 2006.
2. We made a solvency statement under section 643 of the CA 2006 (the "**Solvency Statement**") on 21 April 2022 and a special resolution approving the reduction of capital (the "**Resolution**") was passed on 21 April 2022.
3. For the purposes of section 644(5) of the CA 2006, we confirm that the Solvency Statement was:
 - 3.1 made not more than 15 days before the date on which the Resolution was passed; and
 - 3.2 provided to the member of the Company in accordance with section 642(2) of the CA 2006.

Nicola Carroll

Signed: Nicola Carroll Dated: 21/04/2022

Pamela Mary Coles

Signed: Pamela Mary Coles Dated: 21/04/2022

David Warren Arthur East

Signed: David Warren Arthur East Dated: 21/04/2022