

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 Transmission & Distribution Limited (the "Company")

Company number: 03182461

We, **Nicola Carroll, Pamela Mary Coles and Fiona Mary Catherine Dolan**, 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 19 April 2022 and a special resolution approving the reduction of capital (the "**Resolution**") was passed on 19 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: DocuSigned by:
 Dated: 19 April 2022
B173601196A8425

Pamela Mary Coles

Signed: DocuSigned by:
 Dated: 19 April 2022
BB30259D6F74421

Fiona Mary Catherine Dolan

Signed: DocuSigned by:
 Dated: 19 April 2022
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