

**STATEMENT OF COMPLIANCE BY THE DIRECTORS IN RELATION TO A REDUCTION OF CAPITAL FOR THE PURPOSES OF SECTION 644 OF THE COMPANIES ACT 2006**

**DATED: Tuesday, 17 December 2019**

**Company Name: ROLLS-ROYCE GROUP LIMITED ("the Company")**

**Company No. 04706930**

We Stephen Wayne Daintith and David Warren Arthur East being all the directors for the time being of the Company state as follows:

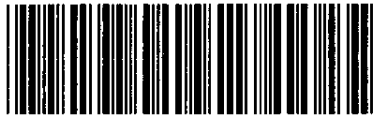
1. That the Company has passed a Special Resolution for a reduction of capital pursuant to the provisions of Sections 642-644 of the Companies Act 2006
2. That the Special Resolution for the reduction of capital was passed on *17 November*.....2019.
3. That the Solvency Statement in connection with the reduction of capital made by the directors pursuant to the provision of Section 643 of the Companies Act 2006:
  - a) was made not more than 15 days before the date on which the resolution for the reduction of capital was passed; and
  - b) was provided to the members of the Company in accordance with the provisions of Section 642(3) of the Companies Act 2006.

<b>STEPHEN WAYNE DAINTITH</b>	
Signed: <i>Steve D</i>	Date: 17 December 2019

<b>DAVID WARREN ARTHUR EAST</b>	
Signed: <i>Warren East</i>	Date: 17 December 2019

<b>Presenter name and address:</b>	Joshua Lotcho Deloitte LLP, 2 New Street Square, London, EC4A 3BZ
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