

SOLVENCY STATEMENT BY THE DIRECTORS IN RELATION TO A REDUCTION OF CAPITAL FOR THE PURPOSES OF SECTION 642 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 is proposing to undertake a reduction of capital pursuant to the provisions of Sections 642-644 of the Companies Act 2006.
2. That we have made full enquiry into the affairs and prospects of the Company and have formed the opinion that:
 - a) as regards the affairs of the Company at the date of this statement, there is no ground on which the Company could be found to be unable to pay or otherwise discharge its debts; and
 - b) the Company will be able to pay or otherwise discharge its debts as they fall due during the year immediately following the date of this statement.

STEPHEN WAYNE DAINTITH

Signed:



Date: 17 December 2019

DAVID WARREN ARTHUR EAST

Signed:



Date: 17 December 2019

Presenter name and address:

Joshua Lotcho
Deloitte LLP, 2 New Street Square, London, EC4A 2BZ

WEDNESDAY



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