

Company No: 2766255

ROLLS-ROYCE MARINE ELECTRICAL SYSTEMS LIMITED

("Company")

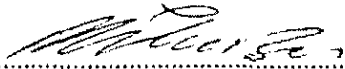
**STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT
2006 (THE ACT) MADE ON 18th APRIL 2019**

I, the sole director named below make the following statement under section 644(5) of the Act.

As set out in the Written Resolution circulated to members on 18th April 2019, the Company proposes to reduce its capital by means of the solvency statement procedure under section 642 of the Act. The director signed the solvency statement under section 643 of the Act (Solvency Statement) on 21st January 2019 and the resolution approving the reduction of capital (Resolution) was passed as a written resolution on 18th April 2019.

I confirm that:

1. the Solvency Statement was made not more than 15 days before the date on which the Resolution was passed; and
2. a copy of the Solvency Statement was provided to the members in accordance with section 642(2) of the Act, that is, it was sent or submitted to every eligible member at or before the time at which the proposed Resolution was sent or submitted.

Signed.....

Michael K G Brown - Director

