

Registration number: 03517200

Vinters Limited

Unaudited Annual Report and Financial Statements

for the Year Ended 31 December 2022

Vinters Limited

Contents

	Page
Company Information	1
Strategic Report	2
Directors' Report	4
Balance Sheet	6
Statement of Changes in Equity	7
Notes to the Financial Statements	8

Vinters Limited

Company Information

Directors Nicola Carroll
Tiziana Iacolino

Registered number 03517200

Registered office Rolls-Royce plc
Moor Lane
Derby
Derbyshire
DE24 8BJ

Vinters Limited**Strategic Report
for the Year Ended 31 December 2022**

The Directors present their Strategic Report on Vinters Limited (the Company), together with the Directors' Report and unaudited Financial Statements for the year ended 31 December 2022.

Principal activities

The principal activity of the Company is that of a holding company. The Company had no other activities during the current or prior financial year.

Business review

The Company has not traded during the year or the preceding financial year. During these years, the Company received no income and incurred no expenditure and therefore made neither a profit nor loss.

The net liabilities of the Company at 31 December 2022 and 31 December 2021 were £10,000.

Key performance indicators

Given the nature of the Company's activities, the Directors believe that key performance indicators are not necessary or appropriate in understanding the Company's specific development, performance, or the position of the business.

Principal risks and uncertainties

The Rolls-Royce Holdings plc group (the Group) has an established and structured approach to risk management which is detailed in the consolidated Financial Statements of Rolls-Royce Holdings plc which are publicly available from the address in note 8. The Company acts in accordance with this policy to manage and mitigate any risks.

Section 172(1) statement

Section 172 of the Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. In doing this, Section 172 requires a director to have regard, amongst other matters, to the:

- likely consequences of any decisions in the long-term;
- the interests of the company's employees;
- need to foster the company's business relationships with suppliers, customers and others;
- impact of the company's operations on the community and environment;
- desirability of the company maintaining a reputation for high standards of business conduct; and
- need to act fairly between members of the company.

To discharge their Section 172 duties, the Company's Directors had regard to the factors set out above in making the principal decisions taken by the Company. The Company's key stakeholder is its immediate parent, Rolls-Royce plc. The Company's Directors believe that, individually and together, they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard to the stakeholders and matters set out in s172(1)(a-f) of the Companies Act 2006 in the decisions taken during the year ended 31 December 2022.

Vinters Limited**Strategic Report
for the year ended 31 December 2022 (continued)****Section 172(1) statement (continued)**

From the perspective of the Company's Directors, as a result of the Group's governance structure, the Rolls-Royce Holdings plc board of directors have taken the lead in carrying out the duties of a board in respect of the Company's other stakeholders. The Company's Directors have also considered relevant matters where appropriate to the Company. As the Company is an immediate holding company and has not traded during the year ended 31 December 2022, consideration of the business relationships with the Company's wider stakeholders; the impact of the Company's operations on the environment and communities in which it operates; and the Company's compliance in relation to safeguarding of human rights and community relationships is not applicable.

Culture is a combination of the values, attitudes and behaviours demonstrated by a Company in its activities and relations with its stakeholders. The Company embodies and demonstrates the desired culture of the Group, to maintain a reputation for high standards of business conduct, through the adoption of the Group Policy Manual which ensures that the Company embodies the philosophy to act with integrity and is trusted to deliver excellence.

Further details on the Group Policy Manual and the policies the Company adopts can be found in the Rolls-Royce Holdings plc Annual Report which is publicly available from the address in note 8.

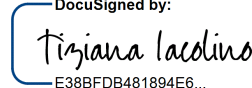
Climate-related corporate reporting

The Company adopts the policies and frameworks set by the Group which include the sustainability measures set out in the Rolls-Royce Holdings plc Annual Report on pages 31 to 35. The Company is aligned to the objectives of the Group. The Directors fully recognise their responsibility to have regard to the impact of the Company's operations on the community and environment.

Streamlined Energy & Carbon Reporting (SECR)

The Company is a subsidiary of the Group and therefore the SECR disclosures required in relation to both Rolls-Royce Holdings plc and the Company have been included in the Rolls-Royce Holdings plc Annual Report on pages 31 to 35. The Rolls-Royce Holdings plc Annual Report has been prepared for the same financial year as the Company.

Approved by the Board on 22 May 2023 and signed on its behalf by:

DocuSigned by:

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Tiziana Iacolino
Director

Vinters Limited**Directors' Report
for the year ended 31 December 2022**

The Directors present their Directors' Report on the Company, together with the Strategic Report and the unaudited Financial Statements for the year ended 31 December 2022.

Directors

The Directors who held office during the year and up to the date of signing the Annual Report and Financial Statements were as follows:

Nicola Carroll
Tiziana Iacolino

Qualifying third-party indemnity provisions

The Company has made qualifying third-party indemnity provisions for the benefit of its Directors which were in place during the year and remain in force at the date of the approval of the Annual Report and Financial Statements.

Results and dividends

The Company made £nil result after taxation for the year (2021: £nil). The net liabilities of the Company are £10,000 (2021: £10,000).

The Directors do not recommend the payment of a dividend (2021: £nil).

Future developments

The Directors do not expect any change to the level of activity for the foreseeable future. The Company will continue to hold investments in subsidiaries of the Group.

Financial risk management

Despite holding investments in subsidiary companies, all of the Company's investment balances have been fully impaired to £nil carrying value in previous years. The Company's net liabilities amount to £10,000 and relate to an intercompany creditor balance. The Company is reliant on support from its parent undertaking to settle any liabilities that may arise. The Directors have received written confirmation from the Company's parent undertaking as set out in the Going Concern section below.

Going concern

The Financial Statements have been prepared on a going concern basis. The Company is non-trading, with no foreseeable working capital requirements. The Company has net liabilities of £10,000 (2021: £10,000), primarily as the result of amounts due to group undertakings and continues to be reliant upon its immediate parent undertaking for ongoing financial support.

Rolls-Royce plc, a parent undertaking, has provided written confirmation of its intention to continue to provide financial support, as necessary, for a period of at least 12 months from the date of signing these Financial Statements, to ensure the Company has adequate resources to maintain its operational existence and to meet its financial demands for the foreseeable future. After considering the above, the Directors are satisfied that it remains appropriate to prepare the Company Financial Statements on a going concern basis.

Engagement with suppliers, customers and others

As the Company is an immediate holding company and has not traded during the year ended 31 December 2022, consideration of the Directors' engagement with the Company's wider stakeholders is not applicable.

Vinters Limited**Directors' Report
for the year ended 31 December 2022 (continued)****Statement of Directors' Responsibilities in respect of the Financial Statements**

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

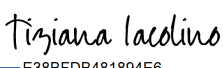
Under company law, the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 2006.

Approved by the Board on 22 May 2023 and signed on its behalf by:

DocuSigned by:

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Tiziana Iacolino
Director

Vinters Limited

Balance Sheet
as at 31 December 2022
(Registration number: 03517200)

	Note	2022 £ 000	2021 £ 000
Liabilities			
Current liabilities			
Trade and other payables	5	(10)	(10)
Net liabilities		(10)	(10)
Equity			
Called up share capital	6	57,958	57,958
Share premium		4,078	4,078
Accumulated losses		(62,046)	(62,046)
Total equity		(10)	(10)

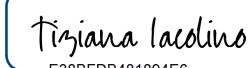
The Company has not traded during the year or the preceding financial year. During these years, the Company received no income and incurred no expenditure and therefore made neither a profit nor loss.

For the year ending 31 December 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 (the Act) relating to subsidiary companies.

The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Act.

The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The Financial Statements were approved and authorised for issue by the Board and signed on its behalf on 22 May 2023 by:

DocuSigned by:

 E38BFDB481894E6...
 Tiziana Iacolino
 Director

The notes on pages 8 to 15 form an integral part of these Financial Statements.

Vinters Limited**Statement of Changes in Equity
for the year ended 31 December 2022**

	Called up share capital £ 000	Share premium £ 000	Accumulated losses £ 000	Total equity £ 000
At 1 January 2022	57,958	4,078	(62,046)	(10)
At 31 December 2022	57,958	4,078	(62,046)	(10)

	Called up share capital £ 000	Share premium £ 000	Accumulated losses £ 000	Total equity £ 000
At 1 January 2021	57,958	4,078	(62,046)	(10)
At 31 December 2021	57,958	4,078	(62,046)	(10)

The notes on pages 8 to 15 form an integral part of these Financial Statements.

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2022

1 General information

The Company is a private company limited by shares and incorporated, registered and domiciled in the East Midlands, England.

Vinters Limited is a holding company. The Company had no activity during either the current or prior financial year.

The address of its registered office is Rolls-Royce plc, Moor Lane, Derby, Derbyshire, DE24 8BJ, England.

2 Significant accounting policies

The significant accounting policies set out below have, unless otherwise stated, been applied consistently to all years presented in these Financial Statements.

Basis of preparation

The Financial Statements of the Company have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The Financial Statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006.

In these Financial Statements the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- The following paragraphs of IAS 1 *Presentation of financial statements*:
 - 10(d) (statement of cash flows);
 - 16 (statement of compliance with all IFRS);
 - 111 (statement of cash flows information); and
 - 134-136 (capital management disclosures).
- IAS 7 *Statement of cash flows*;
- IFRS 7, *Financial Instruments: Disclosures*;
- The requirements in IAS 24 *Related party disclosures* to disclose related party transactions entered into between two or more members of a group;
- Paragraph 17 of IAS 24 *Related party disclosures* (key management compensation); and Paragraphs 30 and 31 of IAS 8 *Accounting policies, changes in accounting estimates and errors* (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).

Exemption from preparing group accounts

The Financial Statements contain information about Vinters Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare Consolidated Financial Statements as it and its subsidiary undertakings are included in the Consolidated Financial Statements of its immediate parent, Rolls-Royce plc, a company incorporated in the United Kingdom, which are publicly available. The address of the parent company's registered address is set out in note 8.

New standards, amendments and IFRIC interpretations

There are no amendments to accounting standards, no new standards or IFRIC interpretations that are effective for the year ended 31 December 2022 that have a material impact on the Company's Financial Statements.

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2022 (continued)

2 Significant accounting policies (continued)

Going concern

The Financial Statements have been prepared on a going concern basis. The Company is non-trading, with no foreseeable working capital requirements. The Company has net liabilities of £10,000 (2021: £10,000), primarily as the result of amounts due to group undertakings and continues to be reliant upon its immediate parent undertaking for ongoing financial support.

Rolls-Royce plc, a parent undertaking, has provided written confirmation of its intention to continue to provide financial support, as necessary, for a period of at least 12 months from the date of signing these Financial Statements, to ensure the Company has adequate resources to maintain its operational existence and to meet its financial demands for the foreseeable future. After considering the above, the Directors are satisfied that it remains appropriate to prepare the Company Financial Statements on a going concern basis.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Financial Statements requires the use of certain critical accounting estimates. It also requires the Directors to exercise their judgement in the process of applying the accounting policies. The Financial Statements are not considered to contain any area involving a higher degree of judgement or complexity and therefore no further considerations are required.

Functional currency transactions and balances

Items included in the Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The Financial Statements are presented in 'Pounds Sterling' (£), which is also the Company's functional currency.

Investments

Fixed asset investments are shown at cost less provision for impairment.

Impairment of non-financial assets

Impairment of non-current assets is considered in accordance with IAS 36 *Impairment of Assets*. Intangible assets that are not yet available for use are tested for impairment annually. Other intangible assets and property, plant and equipment are assessed for any indications of impairment annually. If any indication of impairment is identified, an impairment test is performed to estimate the recoverable amount. Where the asset does not generate cash flows that are independent of other assets, impairment is considered for the cash-generating unit to which the asset belongs.

Financial liabilities

Classification

Financial liabilities relate to amounts due to group undertakings and are measured at amortised cost.

Called up share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2022 (continued)

3 Staff and Directors costs

The Company has no employees (2021: none). The Directors did not receive any remuneration (2021: £nil) for qualifying services to the Company.

All Directors fees or emoluments were paid by Rolls-Royce plc and the amount attributable to the qualifying services provided by the Directors to the Company cannot be reliably estimated. No charge has been made in the current or prior year for the services of the Directors.

4 Investments

The cost of investments has previously been fully impaired and has a £nil carrying value (2021: £nil). As at 31 December 2022, the companies listed below and on the following pages are indirectly held by the Company except for Vinters Engineering Limited which is 100% directly owned by the Company. The financial year end of each company listed below is 31 December unless otherwise indicated.

The following were subsidiary undertakings / participating interest of the Company as at 31 December 2022:

**indicates a direct shareholding by the Company.

Company name	Share class	Address	% Holding 2022
Brown Brothers & Company, Limited	Ordinary	Taxiway, Hillend Industrial Estate, Dalgety Bay, Dunfermline, Fife, KY11 9JT, Scotland	100%
Karl Maybach-Hilfe GmbH	Capital Stock	Maybachplatz 1, 88045, Friedrichshafen, Germany	100%
Kinolt Immo SA	Ordinary	Rue de l'Avenir 61, 4460, Grace-Hollogne, Belgium	100%
Kinolt Immobilien SA	Ordinary	Rue de l'Avenir 61, 4460, Grace-Hollogne, Belgium	100%
Kinolt Sistemas de UPS SpA	Ordinary	Bucarest No 17 Oficina, No 33, Previdencia, Santiago, Chile	100%
Kinolt Trading and Contracting LLC	Ordinary	REGUS Service Office, Office No. 1034, Shoumoukh Tower, 10 th Floor, Tower B, C-Ring Road, Al Sadd, PO Box 207207, Doha, Qatar	49%
Kinolt UK Limited	Ordinary	London ¹	100%
LLC Rolls-Royce Solutions Rus	Ordinary	Shabolovka Street 2, 119049, Moscow, Russian Federation	100%
MTU India Private Limited ²	Ordinary	6th Floor, RM2 Galleria S/Y No. 144 Bengalura, Bangalore, Kamataka 560,064, India	100%
MTU Polska Sp. Z.o.o.	Ordinary	Ul. Lekka 3., Lokal U4. Raum, PLZ: 01-910, Ort: Warszawa, Poland	100%
No Break Power Limited ³	Ordinary	Unit 29 Birches Industrial Estate, East Grinstead, RH19 1XZ, England	100%
Powerfield Limited ³	Ordinary	Derby ⁴	100%

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2022 (continued)

4 Investments (continued)

Company name	Share class	Address	% Holding 2022
PT Rolls Royce Solutions Indonesia	Ordinary	Secure Building Blok B, Jl. Raya Protokol Halim, Perdanakusuma Jakarta, 13610, Indonesia	100%
Rolls-Royce Japan Co., Ltd	Ordinary	31 Floor, Kasumigaseki building, Chiyoda-Ku, Tokyo 100-6031, Japan	100%
Rolls-Royce Power Systems AG	Ordinary	1 Maybachplatz, 88045, Friedrichshafen, Germany	100%
Rolls-Royce Solutions (Suzhou) Co. Ltd.	Ordinary	9 Long Yun Rd, Suzhou Industrial Park, Suzhou 215024 Jiang Su, China	100%
Rolls-Royce Solutions Africa (Pty) Ltd	Capital Stock	36 Marconi Street, Montague Gardens, Cape Town, 7441, South Africa	100%
Rolls-Royce Solutions America Inc.	Ordinary	251 Little Falls Drive, Wilmington Delaware 19808, United States	100%
Rolls-Royce Solutions Asia Pte. Ltd.	Ordinary	10 Tukang Innovation Drive, Singapore 618302	100%
Rolls-Royce Solutions Augsburg GmbH	Capital Stock	Dasinger Strasse 11, 86165, Augsburg, Germany	100%
Rolls-Royce Solutions Berlin GmbH	Common Seed Preferred Series A Preferred	Villa Rathenau, Wilhelminenhofstrasse 75 12459, Berlin, Germany	100%
Rolls-Royce Solutions Benelux BV.	Ordinary	Merwedestraat 86, 3313 CS, Dordrecht, Netherlands	100%
Rolls-Royce Solutions Brasil Limitada	Quotas	Via Anhanguera, KM 29203, 05276-000 Sao Paulo – SP Brazil	100%
Rolls-Royce Solutions Enerji Deniz Ve Savunma Anonim Şirketi	Ordinary	Hatira Sokak, No. 5, Omerli Mahellesi, 34555 Arnavutköy, Istanbul, Turkey	100%
Rolls-Royce Solutions France S.A.S	Ordinary	Immeuble Colorado, 8/10 rue de Rosa Luxembourg-Parc des Bellevues, 95610 Eragny-sur-Oise, France	100%
Rolls-Royce Solutions GmbH	Capital Stock	Maybachplatz 1, 88045 Friedrichshafen, Germany	100%

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2022 (continued)

4 Investments (continued)

Company name	Share class	Address	% Holding 2022
Rolls-Royce Solutions Hong Kong Ltd	Ordinary	No.8 Hart Avenue, Unit D, 8th Floor, Tsim Sha Tsui, Kowloon, Hong Kong	100%
Rolls-Royce Solutions Ibérica s.l.u	Ordinary	Calle Copérnico 26-28, 28823 Coslada, Madrid, Spain	100%
Rolls-Royce Solutions Israel Ltd	Ordinary	4 Ha'Alon Street, South Building, Third Floor, 4059300 Kfar Neter, Israel	100%
Rolls-Royce Solutions Italia S.R.L.	Capital Stock	Via Aurelia Nord, 328, 19021 Arcola (SP), Italy	100%
Rolls-Royce Solutions Japan Co. Limited	Ordinary	Resorttrust Building 4-14-3, Nishitenma Kita-ku, Osaka 530-0047, Japan	100%
Rolls-Royce Solutions Korea Limited	Ordinary	22nd Floor, Olive Tower, 41 Sejongdaero 9 gil, Junggu, 100-737, Seoul, Republic of Korea	100%
Rolls-Royce Solutions Liège Holding S.A.	Ordinary	Rue de l'Avenir 61, 4460, Grace-Hollogne, Belgium	100%
Rolls-Royce Solutions Liège S.A.	Ordinary	Rue de l'Avenir 61, 4460, Grace-Hollogne, Belgium	100%
Rolls-Royce Solutions Magdeburg GmbH	Capital Stock	Friedrich-List-Strasse 8, 39122 Magdeburg, Germany	100%
Rolls-Royce Solutions Mexico City S.A. de C.V.	Common Shares	Xochicalco 620, Colonia Letran Valle, Delegacion Benito Juarez, Mexico City 03650, Mexico	100%
Rolls-Royce Solutions Middle East FZE	Ordinary	S3B5SR06, Jebel Ali Free Zone, South P.O. Box 61141, Dubai, United Arab Emirates	100%
Rolls-Royce Solutions Ruhstorf GmbH	Capital Stock	Rotthofer Straße 8, 94099 Ruhstorf a.d. Rott, Germany	100%
Rolls-Royce Solutions South Africa (Pty) Ltd	Ordinary	36 Marconi Street, Montague Gardens, Cape Town, 7441 South Africa	100%
Rolls-Royce Solutions Willich GmbH	Ordinary	Konrad-Zuse-Str. 3, 47877, Willich, Germany	100%
Rolls-Royce Solutions UK Limited	Ordinary	Derby ⁴	100%
Ross Ceramics Limited	Ordinary	Derby ⁴	100%

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2022 (continued)

4 Investments (continued)

Company name	Share class	Address	% Holding 2022
Servowatch Systems Limited	Ordinary	Endeavour House, Benbridge Industrial Estate, Holloway Road, Heybridge, Essex, CM9 4ER, United Kingdom	100%
Timec 1487 Limited ³	Ordinary	London ¹	100%
Vinters Defence Systems Limited ³	Ordinary	London ¹	100%
Vinters Engineering Limited	Ordinary	Derby ⁴	100%
Vinters International Limited	Ordinary	Derby ⁴	100%
Vinters-Armstrongs (Engineers) Limited ³	Ordinary	London ¹	100%

¹ Kings Place, 90 York Way, London, United Kingdom, N1 9FX

² Reporting year end is 31 March

³ Dormant entity

⁴ Moor Lane, Derby, Derbyshire, DE24 8BJ, United Kingdom

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2022 (continued)

4 Investments (continued)

Joint ventures

Details as at 31 December 2022 are as follows:

Company name	Share class	Address	Proportion of ownership interest and voting rights held 2022
Force MTU Power Systems Private Limited	Capital Stock	Mumbai Pune Road, Maharashtra 411035, India	49%
Hoeller Electrolyzer GmbH	Ordinary	Alter Holzhafen, 23966 Wismar, Germany	54.2%
MEST Co., Limited	Normal	97 Bukjeonggongdan 2-gil, Yangsan-si, Gyeongsangnom-do, 50571, Republic of Korea	46.8%
MTU Cooltech Power Systems Co., Ltd	Equity	Building No. 2, No. 1633 Tianchen Road, Qingpu District, Shanghai, China	50%
MTU Power Systems Sdn.Bhd. ⁵	A Ordinary	Level 10 Menara LGB, 1 Jalan wan Kadir Taman Tun Dr Ismail, 6000 Kuala Lumpur, Malaysia	49%
MTU Yuchai Power Company Limited	Capital Stock	No 7 Danan Road, Yuchou, Yulin, Guangxi, China, 537005	50%
Shanxi North MTU Diesel Co. Limited	Ordinary	No.97 Daqing West Rd, Datong City, Shanxi Province, China	49%
United Battery Management GmbH	Ordinary	Wilhelminenhofstr. 76/77, 12459, Berlin, Germany	30%

⁵ The Company indirectly holds 100% of the A Ordinary share class

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2022 (continued)

5 Trade and other payables

	2022	2021
	£ 000	£ 000
Amounts owed to group undertakings	10	10

Amounts owed to group undertakings are unsecured, interest-free, have no fixed date of repayment and are repayable on demand.

6 Called up share capital

Allotted and fully paid shares

	2022		2021	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares of £0.25 each	231,830	57,958	231,830	57,958

Rights, preferences and restrictions

Ordinary shares have the following rights, preferences and restrictions:

There is a single class of equity shares. There are no restrictions on the distribution of dividends and the repayment of capital, subject to the availability of distributable reserves. All shares carry equal voting rights and rank for dividends to the extent to which the total amount on each share is paid up.

7 Contingent liabilities

Certain authorities are investigating members of the Group for matters relating to misconduct in relation to historical matters. The Group is responding appropriately. Action may be taken by further authorities against the Group or individuals. In addition, the Group could still be affected by actions from customers, customers' financiers and the Group's current and former investors, including certain potential claims in respect of the Group's historical ethics and compliance disclosures which have been notified to the Group. The Directors are not currently aware of any matters that are likely to lead to a material financial loss over and above the penalties imposed to date but cannot anticipate all the possible actions that may be taken or their potential consequences.

8 Parent and ultimate parent undertaking

The Company's immediate parent is Rolls-Royce plc.

The ultimate parent undertaking and controlling party is Rolls-Royce Holdings plc, which is the parent undertaking of the largest group to consolidate these Financial Statements. Rolls-Royce plc is the parent undertaking of the smallest group to consolidate these Financial Statements.

Both sets of Financial Statements are available upon request from Kings Place, 90 York Way, London, United Kingdom, N1 9FX.