

Registration number: 03517200

Vinters Limited

Unaudited Annual Report and Financial Statements
for the Year Ended 31 December 2025

Vinters Limited

Contents

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

Vinters Limited
Company Information

Directors Matthew Conacher
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 2025

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 2025.

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 2025 and 31 December 2024 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 2025 Financial Statements of Rolls-Royce Holdings plc which are publicly available from the address in note 9. 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.

Further details on how the Directors' duties are discharged, and the oversight of these duties in making the principal decisions taken by the Company are included below.

The Company's key stakeholder is its immediate parent, Rolls-Royce plc.

Vinters Limited
Strategic Report
for the year ended 31 December 2025 (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 been involved in the Company's interactions with its 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 2025, 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 put safety first, do the right thing, keep it simple and make a difference.

Further details on the Group Policy Manual and the policies the Company adopts can be found in the 2025 Rolls-Royce Holdings plc Annual Report which is publicly available from the address in note 9.

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 2025.

Non-financial and sustainability information statement

The Company is a wholly owned subsidiary of the Group and therefore the non-financial and sustainability information 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 page 38.

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 38 to 47 and the Climate Review. 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 wholly owned 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 page 204. The Rolls-Royce Holdings plc Annual Report has been prepared for the same financial year as the Company.

Approved by the Board on 08/09/2026 and signed on its behalf by:

Signed by:

E38BFDB481894E6...
 Tiziana Iacolino
 Director

Vinters Limited
Directors' Report
for the year ended 31 December 2025

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 2025.

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 (resigned 22 April 2025)

Tiziana Iacolino

Matthew Conacher (appointed 22 April 2025)

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 (2024: £nil). The net liabilities of the Company are £10,000 (2024: £10,000).

The Directors do not recommend the payment of a dividend (2024: £nil).

Future developments

The Company intends to dispose of its only subsidiary. In the interim, the Company will continue to receive any dividend income as it arises.

Financial risk management

The Company's investment has 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 (2024: £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 Holdings 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 a holding company and has not traded during the year ended 31 December 2025, consideration of the Directors' engagement with the Company's wider stakeholders is not applicable.

Vinters Limited
Directors' Report
for the year ended 31 December 2025 (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).

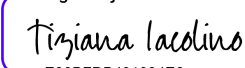
Under company law, the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the Financial Statements, the Directors are required to:

- 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 08/09/2026 and signed on its behalf by:

Signed by:

 ...E98DFDB461894E6...
 Tiziana Iacolino
 Director

Vinters Limited
Statement of Financial Position
as at 31 December 2025
(Registration number: 03517200)

	Note	2025 £ 000	2024 £ 000
Current liabilities			
Trade and other payables	5	<u>(10)</u>	<u>(10)</u>
Net liabilities		<u>(10)</u>	<u>(10)</u>
Equity			
Called up share capital	6	57,958	57,958
Share premium		4,078	4,078
Accumulated losses		<u>(62,046)</u>	<u>(62,046)</u>
Total equity		<u>(10)</u>	<u>(10)</u>

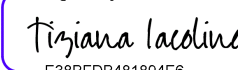
The Company has not traded during the year or the preceding financial year. During these years, the Company received no income and incurred no expenditure and therefore made neither a profit nor loss.

For the year ending 31 December 2025 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 on 08/09/2026 and signed on its behalf by:

Signed 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 2025

	Called up share capital £ 000	Share premium £ 000	Accumulated losses £ 000	Total equity £ 000
At 1 January 2025	57,958	4,078	(62,046)	(10)
At 31 December 2025	57,958	4,078	(62,046)	(10)

	Called up share capital £ 000	Share premium £ 000	Accumulated losses £ 000	Total equity £ 000
At 1 January 2024	57,958	4,078	(62,046)	(10)
At 31 December 2024	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 2025

1 General information

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

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.

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*;

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 9.

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 2025 that have a material impact on the Company's Financial Statements.

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 (2024: £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 Holdings 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.

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2025 (continued)

2 Significant accounting policies (continued)

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 'Pound 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.

3 Staff and Directors costs

The Company has no employees (2024: none). The Directors did not receive any remuneration (2024: £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.

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2025 (continued)

4 Investments

The cost of investments has previously been fully impaired and has a £nil carrying value (2024: £nil). As at 31 December 2025, 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 2025:

**indicates a direct shareholding by the Company.

Subsidiaries

Company name	Address	Class of shares	% of class held
Brown Brothers & Company, Limited	Rolls-Royce plc, Inchinnan Drive, Inchinnan, PA4 9AF, United Kingdom	Ordinary	100
Karl Maybach-Hilfe GmbH i.L. ¹	Maybachplatz 1, 88045, Friedrichshafen, Germany	Capital Stock	100
Kinolt Immo SA	Rue de l'Avenir 61, 4460, Grace-Hollogne, Belgium	Ordinary	100
Kinolt Sistemas de UPS SpA	Bucarest No 17 Oficina, No 33, Previdencia, Santiago, Chile	Ordinary	100
Kinolt UK Ltd ²	Kings Place, 90 York Way, London, N1 9FX, United Kingdom	Ordinary	100
LLC Rolls-Royce Solutions Rus ²	Shabolovka Street 2, 119049, Moscow, Russian Federation	Ordinary	100
MTU Cooltech Power Systems Co., Ltd ³	Building No. 2, No. 1633 Tianchen Road, Qingpu District, Shanghai, China	Equity	50
MTU India Private Limited ⁴	6th Floor, RMZ Galleria, S/Y No. 144 Bengaluru, Bangalore, Kamataka 560 064, India	Ordinary	100
MTU Polska Sp. Z.o.o.	ul. Hoża 86, lokal 410, 00-682 Warszawa, Polska	Ordinary	100
No Break Power Limited ¹	Kings Place, 90 York Way, London, N1 9FX, United Kingdom	Ordinary	100
Powerfield Limited	Moor Lane, Derby, Derbyshire, DE24 8BJ, United Kingdom	Ordinary	100
PT Rolls Royce Solutions Indonesia	Secure Building Blok B, Jl. Raya Protokol Halim, Perdanakusuma, Jakarta, 13610, Indonesia	Ordinary	100
Rolls-Royce (Thailand) Company Limited	101 True Digital Park, Pegasus Building, 5th Floor, Unit 558, Sukhumvit Road, Bangchak, Pharakhanong, Bangkok, 10260, Thailand	Ordinary	100

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2025 (continued)

4 Investments (continued)

Subsidiaries (continued)

Company name	Address	Class of shares	% of class held
Rolls-Royce Japan Co., Ltd	31 st Floor, Kasumigaseki building, 3-2-5 Kasumigaseki, Chiyoda-Ku, Tokyo 100-6031, Japan	Ordinary	100
Rolls-Royce Power Systems AG	Maybachplatz 1, 88045, Friedrichshafen, Germany	Ordinary	100
Rolls-Royce Solutions (Suzhou) Co. Ltd	9 Long Yun Rd, Suzhou Industrial Park, Suzhou 215024, Jiang Su, China	Ordinary	100
Rolls-Royce Solutions Africa (Pty) Ltd	36 Marconi Street, Montague Gardens, Cape Town, 7441, South Africa	Capital Stock	100
Rolls-Royce Solutions America Inc.	100 West Tenth Street, Wilmington - Delaware DE 19808, United States	Ordinary	100
Rolls-Royce Solutions Asia Pte. Limited	10 Tukang Innovation Drive, Singapore 618302	Ordinary	100
Rolls-Royce Solutions Augsburg GmbH	Dasinger Strasse 11, 86165, Augsburg, Germany	Capital Stock	100
Rolls-Royce Solutions Benelux B.V.	Merwedestraat 86, 3313 CS, Dordrecht, Netherlands	Ordinary	100
Rolls-Royce Solutions Brasil Limitada	Via Anhanguera, KM 29203, 05276-000 Sao Paulo – SP Brazil	Quotas	100
Rolls-Royce Solutions Enerji Deniz Ve Savunma Anonim Şirketi	Hatira Sokak, No. 5, Omerli Mahellesi, 34555 Arnavutköy, Istanbul, Turkey	Ordinary	100
Rolls-Royce Solutions France S.A.S	Immeuble Colorado, 8/10 rue de Rosa Luxembourg-Parc des Bellevues 95610, Eragny-sur-Oise, France	Ordinary	100
Rolls-Royce Solutions GmbH	Maybachplatz 1, 88045 Friedrichshafen, Germany	Capital Stock	100
Rolls-Royce Solutions Hong Kong Limited	14/F, Chinabest International Centre, 8 Kwai On Road, Kwai Chung, N.T., Hong Kong	Ordinary	100
Rolls-Royce Solutions Ibérica s.l.u	Paseo de las Flores 46, 28823 Coslada, Madrid, Spain	Ordinary	100
Rolls-Royce Solutions Israel Limited	6 Meir Ariel St., Natanya, Israel	Ordinary	100
Rolls-Royce Solutions Italia s.r.l.	Via Aurelia Nord, 328, 19021 Arcola (SP), Italy	Capital Stock	100
Rolls-Royce Solutions Japan Co. Limited	14-3, Nishitenma 4-chome, Kita-ku, Osaka 530-0047, Japan	Ordinary	100

Vinters Limited**Notes to the Financial Statements
for the year ended 31 December 2025 (continued)****4 Investments (continued)****Subsidiaries (continued)**

Company name	Address	Class of shares	% of class held
Rolls-Royce Solutions Korea Limited	Unit 301, The Square, 9 Mulgeum-ro, Mulgeum-eup, Yangsan-si, Gyeongsangnam-do 50657, Republic of Korea	Ordinary	100
Rolls-Royce Solutions Liège Holding S.A.	Rue de l'Avenir 61, 4460, Grace-Hollogne, Belgium	Ordinary	100
Rolls-Royce Solutions Liège S.A.	Rue de l'Avenir 61, 4460, Grace-Hollogne, Belgium	Ordinary	100
Rolls-Royce Solutions Magdeburg GmbH	Friedrich-List-Strasse 8, 39122 Magdeburg, Germany	Capital Stock	100
Rolls-Royce Solutions Malaysia Sdn. Bhd.	Office no. B329, Spaces Platinum Sentral, Lot G02-G07, Level 3 Platinum Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Malaysia	Ordinary	100
Rolls-Royce Solutions Mexico City S.A. de C.V. ²	Xochicalco 620, Colonia Letran Valle, Delegacion Benito Juarez, Mexico City 03650, Mexico	Common Shares	100
Rolls-Royce Solutions Middle East FZE	S3B5SR06, Jebel Ali Free Zone, South P.O. Box 61141, Dubai, United Arab Emirates	Ordinary	100
Rolls-Royce Solutions Ruhstorf GmbH	Rotthofer Straße 8, 94099 Ruhstorf a.d. Rott, Germany	Capital Stock	100
Rolls-Royce Solutions South Africa (Pty) Ltd	36 Marconi Street, Montague Gardens, Cape Town, 7441 South Africa	Ordinary	100
Rolls-Royce Solutions Trading and Contracting LLC ⁵	REGUS Service Office, Office No. 1034, Shoumoukh Tower, 10th Floor, Tower B, C-Ring Road, Al Sadd, PO Box 207207, Doha, Qatar	Ordinary	49
Rolls-Royce Solutions UK Limited	Moor Lane, Derby, Derbyshire, DE24 8BJ, United Kingdom	Ordinary	100
Rolls-Royce Solutions Willich GmbH	Konrad-Zuse-Str. 3, 47877, Willich, Germany	Capital Stock	100
Ross Ceramics Limited	Moor Lane, Derby, Derbyshire, DE24 8BJ, United Kingdom	Ordinary	100
Servowatch Systems Limited ¹	Kings Place, 90 York Way, London, N1 9FX, United Kingdom	Ordinary	100
Team Italia Marine S.R.L.	Kampanien, Via Luigi Einaudi 114/B, 61032 Fano, Pesaro and Urbino, Italy	Ordinary	100

Vinters Limited
Notes to the Financial Statements
for the year ended 31 December 2025 (continued)

4 Investments (continued)

Subsidiaries (continued)

Company name	Address	Class of shares	% of class held
Timec 1487 Limited ²	Kings Place, 90 York Way, London, N1 9FX, United Kingdom	Ordinary	100
Vinters Defence Systems Limited ²	Kings Place, 90 York Way, London, N1 9FX, United Kingdom	Ordinary	100
Vinters Engineering Limited ^{**}	Moor Lane, Derby, Derbyshire, DE24 8BJ, United Kingdom	Ordinary	100
Vinters International Limited	Moor Lane, Derby, Derbyshire, DE24 8BJ, United Kingdom	Ordinary	100
Vinters-Armstrongs (Engineers) Limited ²	Kings Place, 90 York Way, London, N1 9FX, United Kingdom	Ordinary	100

¹ Entity in liquidation

² Dormant entity

³ Although the interest held is 50%, the Company controls the entity and, as a result, consolidates the entity and records a non-controlling interest

⁴ Reporting year end is 31 March

⁵ Although the interest held is 49%, the Company controls the entity and, as a result, consolidates the entity and records a non-controlling interest

⁶ Entity is accounted for as a joint venture as approval is required from the other shareholder for operationally running the affairs of the entity

⁷ The Company indirectly holds 100% of the A Ordinary share class

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2025 (continued)

4 Investments (continued)

Joint Ventures and Associates

Company name	Address	Class of shares	% of class held	Total interest held
Force MTU Power Systems Private Limited	Mumbai Pune Road, Akurdi, Pune, Maharashtra 411035, India	Capital Stock	49	49
Hoeller Electrolyzer GmbH ^{1, 6}	Alter Holzhafen, 23966 Wismar, Germany	Ordinary	54.2	54.2
MEST Co., Limited	97 Bukjeonggongdan 2-gil, Yangsan-si, Gyeongsangnom-do, 50571, Republic of Korea	Normal	46.8	46.8
MTU Power Systems Sdn. Bhd. ⁷	32 Floor, UBN Tower 10 Jalan P Ramlee, 50250 Kuala Lumpur, Malaysia	Ordinary A Ordinary B	100 Nil	49
MTU Yuchai Power Company Limited	No 7 Danan Road, Yuzhou, Yulin, Guangxi, China, 537005, China	Capital Stock	50	50

¹ Entity in liquidation

² Dormant entity

³ Although the interest held is 50%, the Company controls the entity and, as a result, consolidates the entity and records a non-controlling interest

⁴ Reporting year end is 31 March

⁵ Although the interest held is 49%, the Company controls the entity and, as a result, consolidates the entity and records a non-controlling interest

⁶ Entity is accounted for as a joint venture as approval is required from the other shareholder for operationally running the affairs of the entity

⁷ The Company indirectly holds 100% of the A Ordinary share class

5 Trade and other payables

	2025	2024
	£ 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

	2025		2024	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares of £0.25 each	231,830	57,958	231,830	57,958

Vinters Limited

Notes to the Financial Statements for the year ended 31 December 2025 (continued)

6 Called up share capital (continued)

Rights, preferences and restrictions

Any proxy appointed by a member will be entitled to vote on a show of hands or a poll, with each member entitled to one vote. The Company may declare dividends by ordinary resolution but no dividend should exceed the amount recommended by the Directors.

7 Contingent liabilities

Certain authorities are investigating members of the Company for matters relating to misconduct in relation to historical matters. The Company is responding appropriately. Action may be taken by further authorities against the Company or individuals. In addition, the Company could still be affected by actions from customers, customers' financiers and the Company's current and former investors, including certain potential claims in respect of the Company's historical ethics and compliance disclosures which have been notified to the Company. 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 Post balance sheet events

On 28 May 2026 the Company issued one ordinary share of £0.25 nominal value at a premium to its immediate parent, Rolls-Royce plc, in consideration for the assignment of an intercompany receivable from Vinters International Limited amounting to £1,260,744,652.87. This intercompany receivable was subsequently assigned to Vinters Engineering Limited, in consideration for one ordinary share at a premium.

On 1 June 2026 the Company completed a capital reduction. The nominal value of each issued ordinary share was reduced from £0.25 to £0.000000004314 and the share premium account was cancelled in its entirety. As a result of the capital reduction and cancellation of the share premium account, the Company's retained earnings increased to £1,260,734,888.

On 1 July 2026, Vinters International Limited distributed its 100% investment in Rolls-Royce Japan Co. Limited to Vinters Engineering Limited. The investment, comprising the entire issued share capital of Rolls-Royce Japan Co. Limited, was subsequently distributed to Vinters Limited and Rolls-Royce plc, before being contributed to Rolls-Royce Overseas Investments Limited on the same day. The investment had a carrying value of £nil at the balance sheet date.

No amounts in the financial statements for the year ended 31 December 2025 have been amended as a result of these post-balance-sheet events.

9 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.