

ROLLS-ROYCE & PARTNERS FINANCE LIMITED

Company No
2159897

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Ordinary Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

ORDINARY RESOLUTION

That the management accounts of the Company prepared up to 31 August 2007 indicated that the Company has sufficient distributable reserves to declare an interim dividend as recommended by a Meeting of the Board of Directors on 14 December 2007 of \$0.093659026 net per ordinary share in respect of the year ending 31 December 2007 payable on 14 December 2007 to those shareholders registered at close of business on 13 December 2007

The Members of the Company HEREBY AGREE AND RESOLVE the ORDINARY RESOLUTIONS above



ALPHA PARTNERS LEASING LIMITED

Date 03/10/2007

WEDNESDAY



A04 24/10/2007 257
COMPANIES HOUSE