



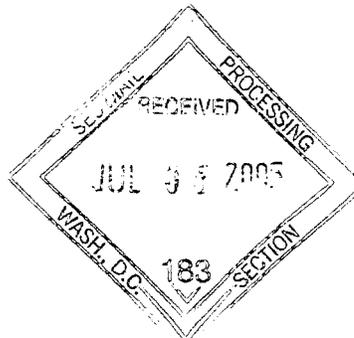
# Rolls-Royce

Rolls-Royce Power Engineering plc  
PO Box 31, Derby DE24 8BJ, England  
Telephone: +44 (0) 1332 242424



05009522

Securities and Exchange Commission  
Division of Corporation Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549



23 June 2005

SUPPL

**Re: Information for Rolls-Royce Group plc, No. 82-34721**

Dear Sirs:

The information listed below is enclosed and is being provided in compliance with Rule 12g3-2(b).

- Schedule 10 – Two Notifications of Major Interests in Shares
- Schedule 11 – Five Notifications of Directors Interests
- Three Notification of Directors Interests
- Notification of Board changes
- Annual General Meeting announcement
- Annual Report 2004

If you have any questions, please contact me at 011-44-1332 -245-878.

Yours faithfully  
For Rolls-Royce Group plc

John Warren  
Deputy Company Secretary

PROCESSED

JUL 07 2005

THOMSON  
FINANCIAL

# Regulatory Announcement

Go to market news section



**Company** Rolls-Royce Grp Plc  
**TIDM** RR.  
**Headline** Holding(s) in Company  
**Released** 09:05 25-May-05  
**Number** PRNUK-2505

SCHEDULE 10

## NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Name of company

ROLLS-ROYCE GROUP PLC

2. Name of shareholder having a major interest

THE CAPITAL GROUP OF COMPANIES, INC

3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18

NON-BENEFICIAL INTEREST

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

SEE ENCLOSED SCHEDULE

5. Number of shares / amount of stock acquired

6. Percentage of issued class

7. Number of shares / amount of stock disposed

8. Percentage of issued class

9. Class of security

ORDINARY

10. Date of transaction

11. Date company informed

24/05/2005

12. Total holding following this notification

13. Total percentage holding of issued class following this notification

4.016%

14. Any additional information

Notification of increase from 3.905% to 4.016%

15. Name of contact and telephone number for queries

JOHN WARREN - 01332 245878

16. Name and signature of authorised company official responsible for making this notification

JOHN WARREN - DEPUTY COMPANY SECRETARY

Date of notification

25/05/2005

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SCHEDULE

| Registered Holder           | No. of Shares |
|-----------------------------|---------------|
| Chase Nominees Ltd          | 15,954,435    |
| Woolgate House              |               |
| Coleman Street              |               |
| London EC2P 2HD             |               |
| Nortrust Nominees           | 9,867,917     |
| 155 Bishopsgate             |               |
| London EC2M 3XS             |               |
| Mellon Nominees (UK) Ltd    | 497,354       |
| 150 Buchanan Street         |               |
| Glasgow G1 2DY              |               |
| State Street Nominees Ltd   | 5,413,689     |
| Canary Wharf                |               |
| 27th Floor, 1 Canada Square |               |
| London E14 5AF              |               |

|  |            |
|--|------------|
| Bank of New York Nominees              | 16,504,388 |
| Bank of New York                       |            |
| 3 Birchin Lane                         |            |
| London EC3V 9BY                        |            |
| Northern Trust                         | 3,690,762  |
| C/o Nortrust Nominees Ltd              |            |
| 155 Bishopsgate                        |            |
| London EC2M 3XS                        |            |
| Midland Bank plc                       | 1,335,855  |
| 5 Laurence                             |            |
| Poutney Hill                           |            |
| EC4R 0E                                |            |
| Bankers Trust                          | 564,489    |
| 59 ½ Southmark Street                  |            |
| 2nd Floor                              |            |
| London SE1 0HH                         |            |
| Barclays Bank                          | 600,833    |
| Barclays Global Securities<br>Services |            |
| 8 Angel Court                          |            |
| London EC2R 7HT                        |            |
| Citibank London                        | 1,608,969  |
| 11 Old Jewry                           |            |
| London EC2R 8DB                        |            |
| Morgan Guaranty                        | 558,143    |
| 83 Pall Mall                           |            |
| London SW1Y 5ES                        |            |
| State Street Bank & Trust<br>Co        | 3,938,990  |
| Deutsche Bank AG                       | 2,294,752  |
| 23 Great Winchester Street             |            |
| London EC2P 2AX                        |            |
| HSBC Bank plc                          | 2,338,555  |

|  |         |
|--|---------|
| Securities Services,<br>Mariner House<br>Pepys Street<br>London EC3N 4DA                           |         |
| Mellon Bank N.A<br>London Branch<br>London   | 766,977 |
| Northern Trust AVFC<br>South Africa  | 532,465 |
| KAS UK<br>Kass Associate<br>PO Box 178<br>1000 AD Amsterdam  | 77,845  |
| Bank One London  | 233,881 |
| Lloyds Bank<br>Central Settlement Section<br>Branches Stock Office<br>34 Threadneedle Street       | 71,238  |
| Citibank NA<br>Toronto   | 871,870 |
| Brown Bros.<br>One Mellon Bank Center<br>Pittsburgh, PA 15258                                      | 71,270  |
| Clydesdale Bank plc<br>Sumitomo Trust & Banking  | 30,077  |
| Fiduciary & Securities<br>Business Dept.<br>1-5 Nihonbashi - Honcho<br>4-chome<br>Cho-ku Tokyo 103 | 24,900  |
| RBSTB Nominess Ltd<br>67 Lombard St<br>London EC3 3DL  | 14,352  |

|  |            |
|--|------------|
| JP Morgan Chase Bank   | 466,767    |
| Royal Bank of Scotland   | 871,686    |
| Regents House, 42,<br>Islington High Street,<br>London, N1 8XL |            |
| Citibank   | 319,596    |
| BT Globenet Nominees Ltd                                       | 123,300    |
| 1 Appold Street  |            |
| Broadgate  |            |
| London EC2A 2HE  |            |
| Cede & Co  | 51,800     |
| 55 Water Street  |            |
| New York, NY 10006   |            |
| MSS Nominees Ltd   | 8,200      |
| Midland Bank plc   |            |
| Mariner House, Pepys   |            |
| London EC3N 4DA  |            |
| Roy Nominees Ltd   | 7,000      |
| 71N Queen Victoria Street                                      |            |
| London EC4V 4DE  |            |
| HSBC   | 8,700      |
| 2 Leboh Ampang   |            |
| 50100 Kuala Lumpur   |            |
| Malaysia   |            |
| State Street Australia Ltd                                     | 24,000     |
| Australia  |            |
| Total  | 69,745,055 |

END

Close

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**Company**           Rolls-Royce Grp Plc  
**TIDM**               RR.  
**Headline**          Holding(s) in Company  
**Released**          10:37 09-Jun-05  
**Number**            PRNUK-0906

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Name of company

ROLLS-ROYCE GROUP PLC

2. Name of shareholder having a major interest

THE CAPITAL GROUP OF COMPANIES, INC

3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18

NON-BENEFICIAL INTEREST

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

SEE ENCLOSED SCHEDULE

5. Number of shares / amount of stock acquired

6. Percentage of issued class

7. Number of shares / amount of stock disposed

8. Percentage of issued class

9. Class of security

ORDINARY

10. Date of transaction

11. Date company informed

08/06/2005

12. Total holding following this notification

87,608,498

14. Any additional information

Notification of increase from 4.106% to 5.044%

15. Name of contact and telephone number for queries

JOHN WARREN - 01332 245878

16. Name and signature of authorised company official responsible for making this notification

JOHN WARREN - DEPUTY COMPANY SECRETARY

Date of notification

09/06/2005

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#### SCHEDULE

| Registered Holder           | No. of Shares |
|-----------------------------|---------------|
| Chase Nominees Ltd          | 22,717,537    |
| Woolgate House              |               |
| Coleman Street              |               |
| London EC2P 2HD             |               |
| Nortrust Nominees           | 12,254,352    |
| 155 Bishopsgate             |               |
| London EC2M 3XS             |               |
| Mellon Nominees (UK) Ltd    | 835,454       |
| 150 Buchanan Street         |               |
| Glasgow G1 2DY              |               |
| State Street Nominees Ltd   | 7,879,375     |
| Canary Wharf                |               |
| 27th Floor, 1 Canada Square |               |
| London E14 5AF              |               |
| Bank of New York Nominees   | 17,280,588    |
| Bank of New York            |               |
| 3 Birchin Lane              |               |
| London EC3V 9BY             |               |

|  |           |
|--|-----------|
| 155 Bishopsgate                        |           |
| London EC2M 3XS                        |           |
| Midland Bank plc                       | 2,692,455 |
| 5 Laurence                             |           |
| Poutney Hill                           |           |
| EC4R 0E                                |           |
| Bankers Trust                          | 1,005,389 |
| 59 ½ Southmark Street                  |           |
| 2nd Floor                              |           |
| London SE1 0HH                         |           |
| Barclays Bank                          | 672,733   |
| Barclays Global Securities<br>Services |           |
| 8 Angel Court                          |           |
| London EC2R 7HT                        |           |
| Citibank London                        | 1,791,669 |
| 11 Old Jewry                           |           |
| London EC2R 8DB                        |           |
| Morgan Guaranty                        | 558,143   |
| 83 Pall Mall                           |           |
| London SW1Y 5ES                        |           |
| State Street Bank & Trust<br>Co        | 4,172,090 |
| Deutsche Bank AG                       | 2,520,552 |
| 23 Great Winchester Street             |           |
| London EC2P 2AX                        |           |
| HSBC Bank plc                          | 2,523,361 |
| Securities Services,                   |           |
| Mariner House                          |           |
| Pepys Street                           |           |
| London EC3N 4DA                        |           |
| Mellon Bank N.A                        | 803,077   |
| London Branch                          |           |
| London                                 |           |

|  |           |
|--|-----------|
| KAS UK   | 98,545    |
| Kass Associate   |           |
| PO Box 178   |           |
| 1000 AD Amsterdam  |           |
| Bank One London  | 288,781   |
| Lloyds Bank  | 138,138   |
| Central Settlement Section                                     |           |
| Branches Stock Office  |           |
| 34 Threadneedle Street   |           |
| Citibank NA  | 993,670   |
| Toronto  |           |
| Brown Bros.  | 124,284   |
| One Mellon Bank Center   |           |
| Pittsburgh, PA 15258   |           |
| Clydesdale Bank plc  | 44,977    |
| Sumitomo Trust & Banking                                       | 34,600    |
| Fiduciary & Securities<br>Business Dept.                       |           |
| 1-5 Nihonbashi - Honcho<br>4-chome                             |           |
| Cho-ku Tokyo 103   |           |
| RBSTB Nominess Ltd   | 18,452    |
| 67 Lombard St  |           |
| London EC3 3DL   |           |
| JP Morgan Chase Bank   | 879,667   |
| Royal Bank of Scotland   | 1,589,186 |
| Regents House, 42,<br>Islington High Street,<br>London, N1 8XL |           |
| Citibank   | 324,096   |
| BT Globenet Nominees Ltd                                       | 294,200   |
| 1 Appold Street  |           |
| Broadgate  |           |
| London EC2A 2HE  |           |
| Cede & Co  | 128,200   |

|                                |            |
|--------------------------------|------------|
| MSS Nominees Ltd               | 94,600     |
| Midland Bank plc               |            |
| Mariner House, Pepys           |            |
| London EC3N 4DA                |            |
| Roy Nominees Ltd               | 11,500     |
| 71N Queen Victoria Street      |            |
| London EC4V 4DE                |            |
| HSBC                           | 29,700     |
| 2 Leboh Ampang                 |            |
| 50100 Kuala Lumpur             |            |
| Malaysia                       |            |
| State Street Australia Ltd     | 28,100     |
| Australia                      |            |
| Royal Trust                    | 4,700      |
| National Westminster Bank      | 102,100    |
| Credit Suisse London<br>Branch | 23,100     |
| 24 Bishopsgate                 |            |
| London EC2N 4BQ                |            |
| Total                          | 87,608,498 |

END

Close

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# Regulatory Announcement

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**Company**           Rolls-Royce Grp Plc  
**TIDM**               RR.  
**Headline**          Director Shareholding  
**Released**          09:25 08-Jun-05  
**Number**            PRNUK-0806

## SCHEDULE 11

### NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

All relevant boxes should be completed in block capital letters.

- |   |  |  |                                |
|---|--|--|--------------------------------|
| 1. Name of company  | 2. Name of director  |  |                                |
| Rolls-Royce Group plc   | Iain Conn  |  |                                |
| 3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest | 4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)                                |  |                                |
| In 2 above  |  |  |                                |
| 5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person (s)  | 6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary |  |                                |
|   | Market purchase  |  |                                |
| 7. Number of shares/amount of stock acquired  | 8. Percentage of issued class  | 9. Number of shares/amount of stock disposed | 10. Percentage of issued class |
| 344   | n/a  |  |                                |
| 11. Class of security   | 12. Price per share  | 13. Date of transaction                      | 14. Date company informed      |
| Ordinary  | 285p   | 07/06/2005                                   | 07/06/2005                     |

notification

class following this notification

1,505

n/a

If a director has been granted options by the company please complete the following boxes.

- |  |  |
|--|--|
| 17. Date of grant  | 18. Period during which or date on which options exercisable                                 |
| 19. Total amount paid (if any) for grant of the option   | 20. Description of shares or debentures involved: class, number                              |
| 21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise | 22. Total number of shares or debentures over which options held following this notification |
| 23. Any additional information   | 24. Name of contact and telephone number for queries   |

The above purchase of shares were made today under arrangements for directors to purchase shares on a monthly basis using a percentage of their after tax fees. The above purchase is consistent with the arrangements which were put in place and commenced in September 2003.

John Warren - 01332 245878

25. Name and signature of authorised company official responsible for making this notification

John Warren, Deputy Company Secretary

Date of notification 07/06/2005

END

Close

# Regulatory Announcement

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**Company** Rolls-Royce Grp Plc  
**TIDM** RR.  
**Headline** Director Shareholding  
**Released** 09:29 08-Jun-05  
**Number** PRNUK-0806

## SCHEDULE 11

### NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

All relevant boxes should be completed in block capital letters.

- |   |  |  |                                |
|---|--|--|--------------------------------|
| 1. Name of company  | 2. Name of director  |  |                                |
| Rolls-Royce Group plc   | Carl-Peter Forster   |  |                                |
| 3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest | 4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)                                |  |                                |
| In 2 above  |  |  |                                |
| 5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person (s)  | 6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary |  |                                |
|   | Market purchase  |  |                                |
| 7. Number of shares/amount of stock acquired  | 8. Percentage of issued class  | 9. Number of shares/amount of stock disposed | 10. Percentage of issued class |
| 344   | n/a  |  |                                |
| 11. Class of security   | 12. Price per share  | 13. Date of transaction                      | 14. Date company informed      |
| Ordinary  | 285p   | 07/06/2005                                   | 07/06/2005                     |

4,243

n/a

If a director has been granted options by the company please complete the following boxes.

17. Date of grant
18. Period during which or date on which options exercisable
19. Total amount paid (if any) for grant of the option
20. Description of shares or debentures involved: class, number
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise
22. Total number of shares or debentures over which options held following this notification
23. Any additional information
24. Name of contact and telephone number for queries

The above purchase of shares were made today under arrangements for directors to purchase shares on a monthly basis using a percentage of their after tax fees. The above purchase is consistent with the arrangements which were put in place and commenced in September 2003.

John Warren - 01332 245878

25. Name and signature of authorised company official responsible for making this notification

John Warren, Deputy Company Secretary

Date of notification 07/06/2005

END

Close

# Regulatory Announcement

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**Company**           Rolls-Royce Grp Plc  
**TIDM**               RR.  
**Headline**          Director Shareholding  
**Released**          10:26 20-May-05  
**Number**            PRNUK-2005

## SCHEDULE 11

### NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

All relevant boxes should be completed in block capital letters.

- |   |  |  |                                |
|---|--|--|--------------------------------|
| 1. Name of company  | 2. Name of director  |  |                                |
| Rolls-Royce Group plc   | COLIN HENRY GREEN  |  |                                |
| 3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest | 4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)                                  |  |                                |
| In 2 above  |  |  |                                |
| 5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person (s)  | 6. Please state the nature of the transaction. For PEP transactions please indicate whether general/ single co PEP and if discretionary/ non discretionary |  |                                |
|   | MARKET PURCHASE  |  |                                |
| 7. Number of shares/amount of stock acquired  | 8. Percentage of issued class  | 9. Number of shares/amount of stock disposed | 10. Percentage of issued class |
| 403   | n/a  |  |                                |
| 11. Class of security   | 12. Price per share  | 13. Date of transaction                      | 14. Date company informed      |
| Ordinary  | 267.88p  | 19/05/2005                                   | 19/05/2005                     |

notification

class following this notification

263,940

n/a

If a director has been granted options by the company please complete the following boxes.

17. Date of grant

18. Period during which or date on which options exercisable

19. Total amount paid (if any) for grant of the option

20. Description of shares or debentures involved: class, number

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise

22. Total number of shares or debentures over which options held following this notification

23. Any additional information

24. Name of contact and telephone number for queries

John Warren - 01332 245878

25. Name and signature of authorised company official responsible for making this notification

John Warren, Deputy Company Secretary

Date of notification 20/05/2005

END

Close

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# Regulatory Announcement

Go to market news section



**Company**           Rolls-Royce Grp Plc  
**TIDM**               RR.  
**Headline**          Director Shareholding  
**Released**          15:10 09-May-05  
**Number**            PRNUK-0905

## SCHEDULE 11

### NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

All relevant boxes should be completed in block capital letters.

- |   |  |  |                                |
|---|--|--|--------------------------------|
| 1. Name of company  | 2. Name of director  |  |                                |
| Rolls-Royce Group plc   | Carl-Peter Forster   |  |                                |
| 3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest | 4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)                                  |  |                                |
| In 2 above  |  |  |                                |
| 5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person (s)  | 6. Please state the nature of the transaction. For PEP transactions please indicate whether general/ single co PEP and if discretionary/ non discretionary |  |                                |
|   | Market purchase  |  |                                |
| 7. Number of shares/amount of stock acquired  | 8. Percentage of issued class  | 9. Number of shares/amount of stock disposed | 10. Percentage of issued class |
| 401   | n/a  |  |                                |
| 11. Class of security   | 12. Price per share  | 13. Date of transaction                      | 14. Date company informed      |
| Ordinary  | 244.75p  | 9/05/2005                                    | 9/05/2005                      |

15. Total holding following this notification

3,899

16. Total percentage holding of issued class following this notification

n/a

If a director has been granted options by the company please complete the following boxes.

17. Date of grant

18. Period during which or date on which options exercisable

19. Total amount paid (if any) for grant of the option

20. Description of shares or debentures involved: class, number

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise

22. Total number of shares or debentures over which options held following this notification

23. Any additional information

24. Name of contact and telephone number for queries

The above purchase of shares were made today under arrangements for directors to purchase shares on a monthly basis using a percentage of their after tax fees. The above purchase is consistent with the arrangements which were put in place and commenced in September 2003.

John Warren - 01332 245878

25. Name and signature of authorised company official responsible for making this notification

John Warren, Deputy Company Secretary

Date of notification 9/05/2005

END

Close

# Regulatory Announcement

Go to market news section



**Company** Rolls-Royce Grp Plc  
**TIDM** RR.  
**Headline** Director Shareholding  
**Released** 15:08 09-May-05  
**Number** PRNUK-0905

## SCHEDULE 11

### NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

All relevant boxes should be completed in block capital letters.

- |   |  |  |                                |
|---|--|--|--------------------------------|
| 1. Name of company  | 2. Name of director  |  |                                |
| Rolls-Royce Group plc   | Iain Conn  |  |                                |
| 3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest | 4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)                                |  |                                |
| In 2 above  |  |  |                                |
| 5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person (s)  | 6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary |  |                                |
|   | Market purchase  |  |                                |
| 7. Number of shares/amount of stock acquired  | 8. Percentage of issued class  | 9. Number of shares/amount of stock disposed | 10. Percentage of issued class |
| 401   | n/a  |  |                                |
| 11. Class of security   | 12. Price per share  | 13. Date of transaction                      | 14. Date company informed      |
| Ordinary  | 244.75p  | 9/05/2005                                    | 9/05/2005                      |

19. Total holding following this notification  
1,161

20. Total percentage holding of issued class following this notification  
n/a

If a director has been granted options by the company please complete the following boxes.

17. Date of grant
18. Period during which or date on which options exercisable
19. Total amount paid (if any) for grant of the option
20. Description of shares or debentures involved: class, number
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise
22. Total number of shares or debentures over which options held following this notification
23. Any additional information
24. Name of contact and telephone number for queries

The above purchase of shares were made today under arrangements for directors to purchase shares on a monthly basis using a percentage of their after tax fees. The above purchase is consistent with the arrangements which were put in place and commenced in September 2003.

John Warren - 01332 245878

25. Name and signature of authorised company official responsible for making this notification

John Warren, Deputy Company Secretary

Date of notification 9/05/2005

END

Close

# Regulatory Announcement

Go to market news section



**Company** Rolls-Royce Grp Plc  
**TIDM** RR.  
**Headline** Director Shareholding  
**Released** 14:30 06-May-05  
**Number** PRNUK-0605

STOCK EXCHANGE ANNOUNCEMENT

6 May 2005

## ROLLS-ROYCE GROUP PLC

Rolls-Royce Group plc announces that on 15 April 2005 the trustee of the Rolls-Royce Profit Sharing Scheme (the Scheme) transferred ordinary shares to the executive directors of the Company as follows:-

|               | No of Shares |
|---------------|--------------|
| Sir John Rose | 4,416        |
| J P Cheffins  | 3,955        |
| C H Green     | 3,706        |
| M G J W Howse | 2,648        |

The Scheme is approved by the Inland Revenue as a profit sharing scheme and the shares transferred were appropriated under the Scheme on 15 April 2002. Participants in the Scheme are the beneficial owner of the shares appropriated to them from the date of appropriation.

For further information, please contact:-

John Warren - Deputy Company Secretary - 01332 245878

Notified: 5 May 2005

Dated 6 May 2005

END

Close

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# Regulatory Announcement

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**Company**           Rolls-Royce Grp Plc  
**TIDM**               RR.  
**Headline**          Director Shareholding  
**Released**         14:30 10-May-05  
**Number**           PRNUK-1005

## STOCK EXCHANGE ANNOUNCEMENT

The Company announces the purchase on 9th May 2005 of 48,714 ordinary shares in the Company by Computershare Trustees Limited (the Trustee) at a price of 244.75 pence per share for the purpose of satisfying the purchase of ordinary shares by eligible employees (including executive directors) under the Rolls-Royce SharePurchase Plan (the Plan) for the current month. The Plan has been approved by the Inland Revenue as a share incentive plan under Schedule 8 to the Finance Act 2000.

Following the transaction the Trustee will hold 6,311,398 ordinary shares, all of which are held on behalf of eligible employees pursuant to the terms of the Plan.

The number of ordinary shares purchased on this date on behalf of the executive directors were as follows:

|               |    |
|---------------|----|
| Sir John Rose | 51 |
| C H Green     | 51 |
| A B Shilston  | 51 |

Company notified 10 May 2005

Dated 10 May 2005

For further information please contact John Warren, Deputy Company Secretary, Rolls-Royce Group plc, tel. no. 01332 245878

END

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# Regulatory Announcement

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**Company** Rolls-Royce Grp Plc  
**TIDM** RR.  
**Headline** Director Shareholding  
**Released** 10:11 10-Jun-05  
**Number** PRNUK-1006

## STOCK EXCHANGE ANNOUNCEMENT

The Company announces the purchase on 7th June 2005 of 41,790 ordinary shares in the Company by Computershare Trustees Limited (the Trustee) at a price of 286.25 pence per share for the purpose of satisfying the purchase of ordinary shares by eligible employees (including executive directors) under the Rolls-Royce SharePurchase Plan (the Plan) for the current month. The Plan has been approved by the Inland Revenue as a share incentive plan under Schedule 8 to the Finance Act 2000.

Following the transaction the Trustee will hold 6,335,032 ordinary shares, all of which are held on behalf of eligible employees pursuant to the terms of the Plan.

The number of ordinary shares purchased on this date on behalf of the executive directors were as follows:

Sir John Rose 43

C H Green 43

A B Shilston 43

Company notified 8 June 2005

Dated 10 June 2005

For further information please contact John Warren, Deputy Company Secretary, Rolls-Royce Group plc, tel. no. 01332 245878

END

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## Regulatory Announcement

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|                 |                     |
|-----------------|---------------------|
| <b>Company</b>  | Rolls-Royce Grp Plc |
| <b>TIDM</b>     | RR.                 |
| <b>Headline</b> | Directorate Change  |
| <b>Released</b> | 07:00 09-Jun-05     |
| <b>Number</b>   | PRNUK-0806          |

June 9, 2005

### ROLLS-ROYCE GROUP plc: BOARD CHANGES

Rolls-Royce announced today that Colin Smith will be appointed as an executive director of the Rolls-Royce Board and as the Group's Director of Engineering and Technology, with effect from 1 July 2005.

Dr Mike Howse, the current Director of Engineering and Technology, will be retiring from the Board with effect from 30 June, having served on the Board since 2001.

Commenting on these changes, Simon Robertson, Chairman of Rolls-Royce, said: 'We are delighted that Colin Smith is joining the Board. He has a deep understanding acquired over many years of all aspects of the Group's engineering and technology. This knowledge will be invaluable to the Board.'

'The Board is particularly grateful to Dr Mike Howse for the very significant contribution he has made both as a director and over a long career at Rolls-Royce. He has played a central role on the key programmes which have established Rolls-Royce's strong market position.'

#### NOTE TO EDITORS

1. Colin Smith joined Rolls-Royce in 1974 as a sponsored undergraduate trainee and studied Mechanical Engineering at the University of Southampton. He has very extensive experience in all aspects of the engineering of gas turbines and as a leader of major design and development projects. The key milestones in his career have been:

- \* Prior to his present role, he was Director - Research and Technology, with responsibility for ensuring a coherent and integrated technology strategy for the Group.
- \* From 2001 to 2004, he was Director of Engineering and Technology - Civil Aerospace. His responsibilities embraced the definition and maintenance of engineering products, services, processes and technology for civil products and included having the final accountability for the airworthiness for these products.
- \* His early career was as a highly successful Chief Engineer. His key achievements included defining and delivering all aspects of the Trent 500 engineering programme, flight certification of the Trent 700 and development / certification of the RTM 322.
- \* He has also led successful capability-acquisition programmes, particularly as Head of Compressor Engineering in which role he led the team that turned 3D aerodynamics and swept-fan technology into exploitable improvements in engine performance.

2. Colin is a Fellow of the Royal Academy of Engineering and a Fellow of the Institution of Mechanical Engineers, and is active in promoting all aspects of engineering professionalism.

3 Rolls-Royce operates in four global markets: civil aerospace, defence aerospace, marine and energy. It is investing in technologies and capabilities that can be exploited in each of these sectors to create a competitive range of products. Annual sales total nearly £6 billion, of which 55% are service revenues. Its current order book stands at more than £21 billion.

For further information, please contact:

Martin Brodie,

Rolls-Royce Communications

Tel: +44-(0)20-227-9140

E-mail: martin.brodie@Rolls-Royce.com

END

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## Regulatory Announcement

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**Company** Rolls-Royce Grp Plc  
**TIDM** RR.  
**Headline** AGM Statement  
**Released** 17:49 04-May-05  
**Number** PRNUK-0405

ROLLS-ROYCE GROUP plc

### ANNUAL GENERAL MEETING 4 MAY 2005

At the Rolls-Royce Group plc AGM held on 4 May 2005, all resolutions were passed by poll. The voting results are published below.

|                                      | FOR           | AGAINST   | ABSTAIN    | % FOR |
|--------------------------------------|---------------|-----------|------------|-------|
| ORDINARY RESOLUTIONS                 |               |           |            |       |
| RESOLUTION 1                         | 1,137,888,928 | 1,485,436 | 22,355,100 | 99.87 |
| REPORT & ACCOUNTS                    |               |           |            |       |
| RESOLUTION 2                         | 1,145,548,619 | 7,498,661 | 8,678,382  | 99.35 |
| DIRECTORS' REMUNERATION REPORT       |               |           |            |       |
| RESOLUTION 3                         | 1,159,178,100 | 2,054,733 | 491,198    | 99.82 |
| RE-ELECTION OF MR S M ROBERTSON      |               |           |            |       |
| RESOLUTION 4                         | 1,159,247,537 | 2,011,076 | 469,653    | 99.83 |
| RE-ELECTION OF MR I C CONN           |               |           |            |       |
| RESOLUTION 5                         | 1,158,757,675 | 2,514,783 | 453,736    | 99.78 |
| RE-ELECTION OF SIR JOHN TAYLOR       |               |           |            |       |
| RESOLUTION 6                         | 1,158,921,495 | 2,305,541 | 498,580    | 99.80 |
| RE-ELECTION OF THE HON A L BONDURANT |               |           |            |       |
| RESOLUTION 7                         | 1,159,072,435 | 2,258,230 | 401,927    | 99.81 |
| RE-ELECTION OF MR J P CHEFFINS       |               |           |            |       |
| RESOLUTION 8                         | 1,158,906,992 | 2,381,509 | 442,434    | 99.79 |
| RE-ELECTION OF MR J M GUYETTE        |               |           |            |       |
| RESOLUTION 9                         | 1,159,104,474 | 2,201,925 | 425,017    | 99.81 |
| RE-ELECTION OF MR A B SHILSTON       |               |           |            |       |
| RESOLUTION 10                        | 1,148,518,559 | 4,074,846 | 8,950,585  | 99.65 |
| REAPPOINTMENT AND REMUNERATION       |               |           |            |       |

OF AUDITORS

|               |               |           |         |       |
|---------------|---------------|-----------|---------|-------|
| RESOLUTION 11 | 1,159,518,077 | 1,620,536 | 599,323 | 99.86 |
|---------------|---------------|-----------|---------|-------|

ALLOTMENT AND ISSUE OF B SHARES

|               |               |           |           |       |
|---------------|---------------|-----------|-----------|-------|
| RESOLUTION 12 | 1,157,212,461 | 3,464,543 | 1,045,108 | 99.70 |
|---------------|---------------|-----------|-----------|-------|

REMUNERATION OF NON EXECUTIVE DIRECTORS

SPECIAL RESOLUTIONS

|               |               |            |         |       |
|---------------|---------------|------------|---------|-------|
| RESOLUTION 13 | 1,142,715,180 | 18,160,128 | 849,743 | 98.44 |
|---------------|---------------|------------|---------|-------|

ALLOTMENT OF SHARES - SECTION 80 AMOUNT

|               |               |           |           |       |
|---------------|---------------|-----------|-----------|-------|
| RESOLUTION 14 | 1,158,931,402 | 1,739,353 | 1,056,040 | 99.85 |
|---------------|---------------|-----------|-----------|-------|

DISAPPLICATION OF PRE-EMPTION RIGHTS - SECTION 89 AMOUNT

|   |               |            |         |       |
|---|---------------|------------|---------|-------|
| RESOLUTION 15<br>AUTHORITY TO PURCHASE OWN SHARES | 1,148,104,444 | 12,870,875 | 602,275 | 98.89 |
|---|---------------|------------|---------|-------|

For further information, please contact:-  
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Director, Financial Communications  
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Tel: +44 (0) 20 7227 9141

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