



MANSELL

MANSELL plc
(Registration No. 265178)

At an EXTRAORDINARY GENERAL MEETING of the holders of the A Ordinary Shares of 25p each of the company, duly convened and held on Wednesday 1 May 2002, the following resolution was duly passed as an EXTRAORDINARY RESOLUTION:

THAT the holders of the 'A' Ordinary Shares of 25p each of the Company ("the 'A' Ordinary Shares") hereby consent to the passing of the Resolution number 13 proposed to be passed as a Special Resolution set out in the Notice of Annual General Meeting of the Company in the form attached and hereby consent to every variation of the rights attached to the 'A' Ordinary Shares which may be involved in or affected by or pursuant to the passing as aforesaid of such Resolution.

SIGNED.....

Richard Cordeschi – Group Company Secretary

DATED..... 21/5/02



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COMPANIES HOUSE

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23/05/02