



MANSELL

MANSELL plc
(Registration No. 265178)

At an ANNUAL GENERAL MEETING of the members of the company, duly convened and held on Wednesday 1 May 2002, the following resolution was duly passed as a SPECIAL RESOLUTION:

13. THAT subject to and conditional on the passing of the Extraordinary Resolutions set out in the Notices dated 4 April 2002, convening meetings of, respectively, the holders of the Cumulative Convertible Participating Preferred Ordinary Shares of 25p each of the Company and the holders of the 'A' Ordinary Shares of 25p each of the Company, the Articles of Association of the Company be amended:

- (a) by the deletion of Article 7 thereof and the substitution therefor of the following new Article 7:

"7 Variation of Rights

If at any time the capital of the Company is divided into different classes of shares, the rights attached to any class may be varied or abrogated, whether or not the Company is being wound up, with the consent in writing of the holders of three-quarters in nominal value of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class, but not otherwise. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, so far as applicable and with the necessary modifications, apply, except that (i) the necessary quorum at any such meeting, other than an adjourned meeting, shall be two persons at least holding or representing by proxy at least one-third in nominal value of the issued shares of the class in question, and at an adjourned meeting one person holding shares of the class in question or his proxy; and

(ii) any holder of shares of the class in question present in person or by proxy may demand a poll PROVIDED THAT without prejudice to the generality of this Article and to the provisions of Article 43 the special rights attached to the Preferred Ordinary Shares shall be deemed to be varied by any of the following:

- (i) any increase or alteration or variation or reduction of the authorised or issued capital of the Company other than the issue of up to and including 500,000 Ordinary Shares and other than the issue of ordinary shares to or under the Share Option Schemes not exceeding 20 per cent. (when aggregated with options already issued whether exercised or not) of the issued ordinary share capital of the Company as at the date of adoption of this Article;

- (ii) any alteration or variation of any of the rights attached to any of the shares for the time being in the capital of the Company;



- (iii) the sale or disposal of the undertaking or business of the Company or any substantial part thereof;
- (iv) the sale or disposal of the undertaking or business of any subsidiary company (as defined by Section 736 of the Act) of the Company or any substantial part thereof otherwise than to the Company or a wholly owned subsidiary of the Company;
- (v) the sale, assignment, transfer or disposal of the share capital of any subsidiary company or any interest therein (otherwise than to or in favour of the Company or a wholly owned subsidiary of the Company);
- (vi) the issue by a subsidiary of the Company of any of its share capital to any person other than the Company or a wholly owned subsidiary of the Company;
- (vii) any alteration or relaxation of the restrictions on the powers of the Directors to borrow, give guarantees or create charges contained in Article 96 and Article 97 hereof;
- (viii) the application by way of capitalisation of any sum in or towards paying up any debenture or debenture stock (whether secured or unsecured) of the Company;
- (ix) the alteration of the financial year of the Company to a period other than one which commences on 1 January and ends on 31 December

and PROVIDED FURTHER THAT without prejudice to the generality of this Article and to the provisions of Article 43 the special rights attached to the "A" Ordinary Shares shall be deemed varied by any of the following:

- (x) any alteration to the provisions of the Company's Memorandum of Association or these Articles;
- (xi) the sale or disposal of such part of the undertaking or business of the Company or of any subsidiary of the Company (other than to a wholly-owned subsidiary of the Company) which, in either case, represents more than 50 per cent. of the net consolidated net asset value of the Company and its subsidiaries from time to time as disclosed by the latest audited accounts of the Company;
- (xii) any increase or alteration or variation or reduction of the authorised or issued capital of the Company other than the issue of up to and including 500,000 Ordinary Shares and other than the issue of ordinary shares to or under the Share Option Schemes not exceeding 20 per cent. (when aggregated with options already issued whether exercised or not) of the issued ordinary share capital of the Company as at the date of adoption of this Article;

(xiii) any material change in the Company's existing dividend policy." and

- (b) by the deletion of Article 104, and the substitution therefore of the following new Article 104:

"104 Directors holding executive office

The directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles (including but not limited to chairman, deputy chairman, vice-chairman, managing director or chief executive and joint, deputy or assistant managing director or chief executive) as they think fit. A director holding office as aforesaid shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other directors of the Company and if he shall vacate the office of director or (subject as aforesaid) if the directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall ipso facto determine."

SIGNED.....



Richard Cordeschi – Group Company Secretary

DATED.....

21/5/02