



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 an ORDINARY RESOLUTION:

10. THAT the directors be and are hereby authorised to allot or grant options over relevant securities (which expression shall in this resolution be construed in accordance with Section 80 of the Companies Act 1985 ("the Act")) up to a maximum of 2,500,000 ordinary shares of 25 pence each. Subject to Section 80 of the Act, this authority shall expire five years from the date on which this resolution is passed, but may be previously revoked, renewed or varied by the Company in general meeting. Any such allotment or grant shall be in accordance with the Articles of Association of the Company.

SIGNED.....

Richard Cordeschi – Group Company Secretary

DATED...22/5/02.....

