

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
COMPANY NUMBER 61050

Resolutions of
Manganese Bronze Holdings PLC

Passed 26 June 2009

SATURDAY



At the General Meeting of the above-named Company convened and held on 26 June 2009, the following resolutions were proposed and duly passed:

ORDINARY RESOLUTIONS

1. That, subject to and conditional upon the passing of resolution 4 below, the allotment of 385,000 New Ordinary Shares, representing approximately 1.3 per cent of the Company's Enlarged Issued Share Capital to Geely Automobile Holdings Limited, being a Substantial Shareholder and the allotment consequently constituting a Related Party Transaction for the purposes of chapter 11 of the Listing Rules, be and hereby is approved.
2. That, subject to and conditional upon the passing of resolution 4 below, the allotment of 856,000 New Ordinary Shares, representing approximately 2.8 per cent of the Company's Enlarged Issued Share Capital to Hermes Fund Managers Limited, being a Substantial Shareholder and the allotment consequently constituting a Related Party Transaction for the purposes of chapter 11 of the Listing Rules, be and hereby is approved.
3. That, subject to and conditional upon the passing of resolution 4 below, the allotment of 1,174,000 New Ordinary Shares, representing approximately 3.9 per cent of the Company's Enlarged Issued Share Capital to Toscafund Asset Management LLP, being a Substantial Shareholder and the allotment consequently constituting a Related Party Transaction for the purposes of chapter 11 of the Listing Rules, be and hereby is approved.

SPECIAL RESOLUTION

4. That, subject to the Placing Agreement having become unconditional in all respects save for any condition relating to Admission having occurred and / or the passing of the Resolutions: the directors be and are hereby empowered pursuant to section 95 of the Act, in substitution for any existing authority under that section (which is hereby cancelled), to allot equity securities (within the meaning of section 94 of the Act) for cash as if section 89 (1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
 - i) the allotment of equity securities up to an aggregate amount of £2,093,528 (less any equity securities allotted pursuant to sub-paragraph (ii) below) in connection with an offer of such securities by rights issue, open offer or any other pre-emptive offer in favour of ordinary Shareholders where the equity securities respectively attributable to the interests of all ordinary Shareholders are proportionate as nearly as may be to the respective number of Shares held or deemed to be held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £1,336,899, and shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) on the earlier of fifteen months from the

date of passing of this resolution and the conclusion of the next annual general meeting of the Company following the passing of this resolution, provided that the Company may before such an expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

M Devin

Mark Devin
Company Secretary, Manganese Bronze Holdings PLC
26 June 2009