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Equity Incentive Plan (the "Plan").

The restricted shares will vest in five equal annual installments, provided that they will fully vest upon the recipient's death or Disability or upon a Change of Control (as each is defined in the Plan). If the recipient's employment with the Company is terminated for any reason other than the recipient's death or Disability, any unvested shares will be forfeited and returned to the Company, unless the Committee determines otherwise in its discretion.

GRANT OF RESTRICTED STOCK TO DIRECTORS

On November 22, 2004, the Committee approved the grant of 2,000 shares of restricted stock pursuant to the Plan to each non-employee director of the Company who is elected at the 2005 Annual Meeting of Stockholders of the Company or whose term of office will continue after the 2005 Annual Meeting. Such grants shall be effective as of the 2005 Annual Meeting.

The restricted shares will fully vest the day before the 2006 Annual Meeting of Stockholders of the Company, provided that they will fully vest upon the recipient's death or Disability or upon a Change of Control. If the recipient's service as a director of the Company is terminated for any reason other than the recipient's death or Disability, any unvested shares will be forfeited and returned to the Company, unless the Committee determines otherwise in its discretion.

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Under the Plan, restricted shares may not be sold, assigned, transferred, pledged or otherwise disposed of by the recipient until they vest. Each recipient is entitled to receive any dividends or other distributions made with respect to restricted shares and to vote restricted shares.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TECH/OPS SEVCON, INC.

Dated: November 29, 2004

By: /s/ Raymond J. Thibault Jr.  
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Raymond J. Thibault Jr.  
Assistant Treasurer

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