

COMPANY NO: 1661935

THE COMPANIES ACT 1985

- - - - -

COMPANY LIMITED BY SHARES

- - - - -

SPECIAL RESOLUTION

OF

PORVAIR PLC

(PASSED ON 9TH APRIL 1997)

At the Annual General Meeting held at the Assembly Rooms, King's Lynn Town Hall, Saturday Market Place, King's Lynn, Norfolk, PE30 1HY on 9th April 1997 the following resolution was passed as a Special Resolution.

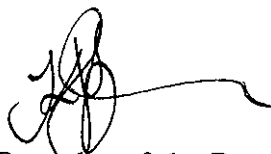
RESOLUTION 8

8. That subject to the passing of resolution 7 set out in the Notice convening this meeting, the Directors be empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash pursuant to the authority conferred upon them by that resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment and so that:
- (a) references to allotment in this resolution shall be construed in accordance with Section 94(3) of the said Act; and
 - (b) the power conferred by this resolution shall enable the Company to make any offer or agreement before the expiry of the said period which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of any such offer or agreement not with standing the expiry of such power;



Provided however, that the power conferred by this resolution shall expire at the conclusion of the next Annual General Meeting of the Company (except to the extend that the same is renewed or extended on or before that date) or, if earlier, on 8 July 1998, and shall be limited:

- (i) to the allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of Ordinary shares and other persons entitled to participate therein, in the proportion (as nearly as may be) to such holders' or to such other persons' holdings of such shares (or, as appropriate, to the numbers of such shares which such other persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal and practical problems under the laws of or the requirements of any recognised regulatory body in any territory; and
- (ii) to the allotment (otherwise than aforesaid) of equity securities up to an aggregate nominal amount of £25,511.



By order of the Board
K J Symonds
Secretary