

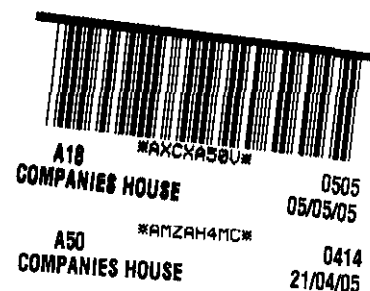
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

PORVAIR PLC

(Passed 5 April 2005)



At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at Brampton House, 50 Bergen Way, King's Lynn, PE30 2JG on 5 April 2005 at 9:30 a.m. the following resolutions were passed.

ORDINARY RESOLUTION

10. THAT for the purposes of section 80 Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):
- 10.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £277,458 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution (unless previously revoked or varied by the Company in general meeting); and
- 10.2 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution;

so that all previous authorities of the Directors pursuant to the said section 80 be and are hereby revoked.

SPECIAL RESOLUTIONS

11. THAT, the Directors be and are empowered in accordance with section 95 Companies Act

1985 (the "Act") to sell treasury shares (as defined in section 162 of the Act) and, subject to the passing of resolution 10 set out in the Notice convening this Meeting, make other allotments of equity securities (and the expression "allotment of equity securities" and like expressions used in this resolution shall have the meaning given to them by virtue of section 94 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by that resolution, in each case as if section 89(1) and sub-sections (1) - (6) of section 90 of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to:

11.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and

11.2 the allotment (otherwise than pursuant to paragraph 11.1 above) of equity securities and the sale of treasury shares up to an aggregate nominal value not exceeding £36,803.01;

and this power, unless renewed, shall expire at the end of five years from the date of the passing of this resolution but shall extend to the making, before such expiry, of an offer or agreement which would or might require an allotment of equity securities to be made after such expiry and the Directors may make an allotment of equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

12. THAT, the Company be and is hereby generally and unconditionally authorised for the purpose of section 166 Companies Act 1985 to make market purchases (as defined in section 163 of the said Act) of ordinary shares of 2p each in the capital of the Company ("**ordinary shares**") provided that:

12.1 the maximum number of ordinary shares hereby authorised to be purchased is 3,680,301;

12.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 2p per share, being the nominal amount thereof;

12.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and

12.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the

earlier of the end of the next Annual General Meeting of the Company and the date which is 18 months after the date on which this resolution is passed.

- 14.** THAT, pursuant to section 9 of the Companies Act 1985, the articles of association of the Company be altered by deleting the present article 213 and substituting the following article 213 therefor:

213.1 Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all liabilities incurred by him:

213.1.1 in defending any proceedings (whether civil or criminal) in which judgement is given in his favour or he is acquitted; or

213.1.2 in connection with any application under section 144(3) or (4) of the Act (acquisition of shares by innocent nominee) or section 727 of the Act (general power to grant relief in case of honest and reasonable conduct) in which relief is granted to him by the court.

213.2 The Company may indemnify, out of the assets of the Company, any Director of the Company or of any associated company against all losses and liabilities which he may sustain or incur in the execution of the duties of his office or otherwise in relation thereto, provided that no such indemnity shall extend to any liability incurred by such Director:

213.2.1 to the Company, or as the case may be, to the associated company of which he is a Director;

213.2.2 to pay a fine imposed in criminal proceedings or any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or

213.2.3 in defending any criminal proceedings in which he is convicted;

213.2.4 in defending any civil proceedings brought by the Company or an associated company in which judgment is given against him; or

213.2.5 in connection with any application to the court for relief from liability under section 144(3) or (4) of the Act or for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, or, as the case may be, the associated company of which he is a Director, which application is refused,

where such conviction, judgment or refusal of relief has become final (within the meaning of the Act).

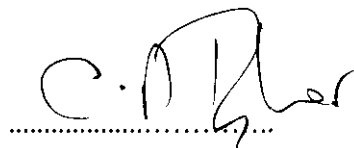
213.3 The Company may provide any Director of the Company with funds to meet expenditure incurred or to be incurred by him:

213.3.1 in defending any civil or criminal proceedings brought against him in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company; or

213.3.2 in connection with any application to the court for relief from liability under section 144(3) or (4) of the Act or for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company,

and the Company shall be permitted to do anything which would otherwise be prohibited under section 330 of the Act to enable a Director to avoid incurring such expenditure, provided that if the Director is convicted or judgment is given against him or if the court refused to grant relief, and upon such conviction or judgment or refusal becoming final (within the meaning of the Act), the Director shall become liable to repay to the Company the full amount of any such funds provided to him and any liability incurred by the Company to avoid a Director incurring any such expenditure shall fall to be discharged.

213.4 For the purpose of Articles 213.2 above, the expression "associated company" shall mean a company which is either a subsidiary or a holding company of the Company or a subsidiary of such holding company as such terms are defined in the Act.



Director