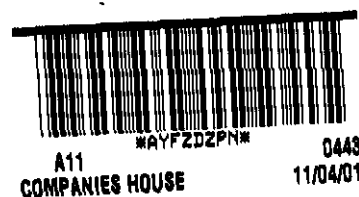


THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

PORVAIR PLC

(Passed 29 March 2001)

At an ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at The Knight's Hill Hotel, South Woolton, King's Lynn, Norfolk, PE30 3HQ on Thursday 29 March 2001 at 12 noon the following resolutions were passed as Ordinary and Special Resolutions.

ORDINARY RESOLUTION

1. THAT for the purposes of section 80 of the Companies Act 1985 (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):-
 - (i) 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 £171,525.22 to such persons and at such times and on such terms as they think proper during the period expiring on 28 March 2006;

- (ii) the Company be and is 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 the previous authority of the directors pursuant to the said Section 80.

SPECIAL RESOLUTIONS

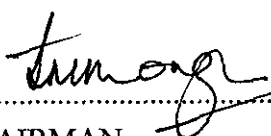
2. THAT, subject to the passing of Resolution 1 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with section 95 of the Companies Act 1985 (the "Act") to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred on them by that Resolution to allot relevant securities (as defined in section 80 of the Act), as if sub-section 89(1) of the Act did not apply to such allotment and references in this resolution to the allotment of equity securities shall include references to the grant of a right to subscribe for, or to convert any securities into, relevant shares (as defined in section 94 of the Act), provided that this power shall be limited:-

- (i) to 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 where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective numbers 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 in any territory; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value not exceeding £25,728.78 (5% of share capital);

and this power, unless renewed, shall expire, unless renewed or earlier revoked, on 28 March 2006 but shall extend to the making, before such expiry, of 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 as if the authority conferred hereby had not expired.

3. THAT the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of any of its ordinary shares of 2p each at any time or times but so that:
- (i) the maximum number of ordinary shares hereby authorised to be acquired is 2,572,878;
 - (ii) the minimum price under this authority (excluding expenses) which may be paid for any ordinary share shall be 2p, being the nominal value of the share;
 - (iii) the maximum price (excluding expenses) under this authority which may be paid for any ordinary share shall not be more than five per cent above the average of the middle market quotations for an ordinary share of 2p of the Company taken from the Daily Official List of the London Stock Exchange for the last five business days in respect of which such Daily Official List is published immediately preceding the day on which the purchase is made;
 - (iv) the authority shall (unless previously renewed or revoked) expire on the earlier of the conclusion of the next Annual General Meeting of the Company and the date which is eighteen months after the date on which this Resolution is passed; and
 - (v) the Company may, before the expiry of this authority, make contracts for such purchases which would, or might, be executed wholly or partly after such expiry and may make a purchase in pursuance of such contract.


.....
CHAIRMAN