

No. 1661935

THE COMPANIES ACT 1985 to 1989

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

PORVAIR plc

(Passed on 3rd April 1996)

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at The Assembly Rooms, King's Lynn Town Hall, Saturday Market Place, King's Lynn, Norfolk PE30 1HY on 3rd April 1996 at 12 noon the following resolutions were passed as ordinary and special resolutions:-

ORDINARY RESOLUTION

7. "That for the purposes of Section 80 of the Companies Act 1985 (expressions used in this resolution bearing the same meaning as in the said Section):
- (i) the Directors be generally and unconditionally authorised to allot relevant securities up to a maximum nominal amount of £172,968 to such persons at such times and on such terms as they think proper during the period expiring on 2 April 2001; and
 - (ii) the Company be and it 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 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 in this resolution

and that the authority of the Directors pursuant to Section 80 of the Companies Act 1985, given on 11 April 1995 be and is hereby revoked."

COMP1/00061.1/MV3/AR1



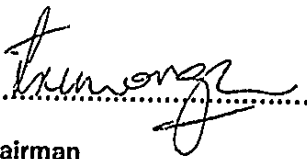
28 MARCH 1996 12:04PM

SPECIAL RESOLUTION

8. "That subject to the passing of resolution 7 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 notwithstanding 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 extent that the same is renewed or extended or on before that date) or, if earlier, on 2 July 1997, 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 £24,611."



 Chairman