

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

PORVAIR PLC
(Passed 4 April 2000)

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 4 April 2000 at 12 noon the following resolutions were passed as Ordinary and Special Resolutions respectively.

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 hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £171,220.48, being one-third of the share capital currently in issue, to such persons and at such times and on such terms as they think proper during the period expiring on 3 April 2005;
 - (ii) 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 expiring 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 given on 13 April 1999 be and is hereby revoked.



SPECIAL RESOLUTIONS

THAT, subject to the passing of Resolution 7 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) pursuant to the authority conferred on them 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;
- (ii) to the allotment (otherwise than pursuant to paragraph (i) above) of equity securities up to an aggregate nominal value not exceeding £25,683.07;

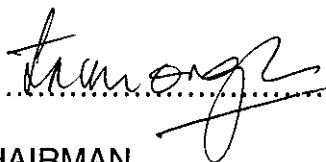
and this power shall expire, unless renewed or earlier revoked, on 3 April 2005 but shall extend to the making, before such expiry, of an offer or agreement which would, or which might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

To consider and, if thought fit, to pass the following Resolution which will be proposed as a Special Resolution :

THAT the Company be and is hereby generally and unconditionally authorised to market purchases (within the meaning of section 163(3) of the Companies Act 1985) of any of its ordinary shares at 2p each at any time or times but so that :

- (i) the maximum number of ordinary shares hereby authorised to be acquired is 2,568,307;
- (ii) the minimum price under this authority (excluding expenses) which may be paid for any ordinary shares 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 any ordinary share of 2p of the Company taken from the Daily Official List of The London Stock Exchange Limited 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) this authority shall (unless previously renewed or revoked) expire on the conclusion of the next Annual General Meeting of the Company; and
- (v) the Company may, before 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.


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CHAIRMAN