

**Porvair plc**  
**Company No. 01661935**



**Special Business passed at the 20 April 2021 Annual General Meeting**

13. THAT, subject to the passing of Resolution 12 above, the Directors be and are empowered in accordance with sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 12 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) – (6) of section 562 of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to:
- 13.1 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, record dates or legal, regulatory or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
  - 13.2 the allotment (otherwise than pursuant to paragraph 13.1) of equity securities up to an aggregate nominal value not exceeding £46,164;
- and this power shall expire at the end of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at 6.00 p.m. on 19 July 2022 (unless previously renewed, varied or revoked by the Company at a general meeting), 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.
14. THAT, subject to the passing of Resolution 12, the Directors be and are empowered in accordance with sections 570 and 573 of the Act, and in addition to any authority granted under Resolution 13, to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 12 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) - (6) of section 562 of the Act did not apply to any such allotment, provided that such power be:
- 14.1 limited to the allotment of equity securities up to a nominal amount of £46,164; and
  - 14.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles (the "**Pre-Emption Group's Statement of Principles**") most recently published by the Pre-Emption Group prior to the date of this notice,

and this power shall expire at the end of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at 6.00 p.m. on 19 July 2022 (unless previously renewed, varied or revoked by the Company at a general meeting), 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.

15. THAT the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the said Act) of ordinary shares of 2.0p each in the capital of the Company ("ordinary shares") on such terms and in such manner as the Directors may determine, provided that:
  - 15.1 the maximum number of ordinary shares hereby authorised to be purchased is 4,616,460;
  - 15.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 2.0p per share, being the nominal amount thereof;
  - 15.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 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 (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);
  - 15.4 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 6.00 p.m. on 19 July 2022; and
  - 15.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.
16. THAT, with effect from the conclusion of the Annual General Meeting, the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Articles of Association of the Company pursuant to section 21(1) of the Companies Act 2006.
17. THAT a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.