

WRITTEN RESOLUTIONS
OF

VOKES AIR FILTRATION LIMITED
(formerly SPX Air Filtration Limited)
(the "Company")

TUESDAY



CIRCULATION DATE: 1 October 2008
(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (together the "Special Resolutions")

SPECIAL RESOLUTIONS

- 1 **THAT** the terms and arrangements contemplated by the execution, delivery and performance by the Company of the following documents be approved
 - (A) an accession letter relating to an acquisition facilities agreement dated 27 June 2008 between, amongst others, the Purchaser as borrower, Scandfilter International AB as revolving borrower and Kaupthing Bank Sverige AB (publ) as original lender,
 - (B) a share pledge to be granted by the Company in favour of Kaupthing Bank Sverige AB (publ), and
 - (C) an accession letter relating to an intercreditor agreement dated 27 June 2008 between, amongst others, the Re Air Filters Holding AB, Customized Cases S a r l , Eqvitec Technology Mezzanine Fund II KY and Kaupthing Bank Sverige AB (publ),(together the "Transaction Documents")
- 2 **THAT** the approval for the Company to enter into the Transaction Documents be and is hereby given
- 3 **THAT** the Articles of Association of the Company be and are hereby amended as follows
 - (A) Article 6 1 shall be deleted in its entirety and replaced with the following
 - "6 1 Neither regulation 8 of Table A nor regulation 24 of Table A shall apply to the Company ", and
 - (B) a new Article 6 4 shall be inserted after Article 6 3 as follows
 - "6 4 Notwithstanding any other provision of these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer
 - 6 4 1 is to any bank, institution or other person to which shares have been charged by way of security, or to any nominee of such a bank,

institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"), or

6 4 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

6 4 3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them for any valuable consideration or otherwise "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolutions



For and on behalf of
RE Air Filters Holding AB

NOTES

1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to the Company at Farrington Road, Burnley, Lancashire, BB11 5SY
- **Post** returning the signed copy by post to the Company at c/o Vokes Air Limited, Farrington Road, Burnley, Lancashire, BB11 5SY
- **Fax** faxing the signed copy to 020 7039 5999 marked "For the attention of David Fricker and Gregory Vincent"

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

Registered company number 04928454

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, by 15 October 2008, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document