

Company No. 88859

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

-of-

PORVAIR FILTRATION GROUP LIMITED

(the "Company")

(Effective 18 November 2005)

We, the undersigned, being all the members of the above-named company (the "Company") for the time being entitled to attend and vote at general meetings of the Company unanimously resolve in accordance with the Companies Act 1985 (the "Act"):-

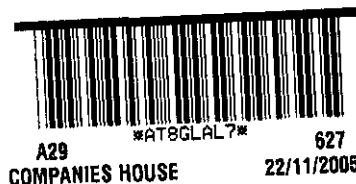
SPECIAL RESOLUTIONS

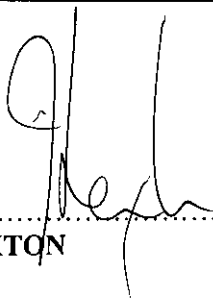
- 1 THAT, in connection with the acquisition by Porvair plc (the "Purchaser") of the issued share capital of the Company not currently held by the Purchaser, notwithstanding that the execution by the Company of the documents listed in appendix 1 to this Written Resolution (copies of such documents having been supplied to the members of the Company prior to the signing of this Written Resolution, the "Finance Documents") and the performance of its obligations under the Finance Documents, would constitute the giving by the Company of financial assistance within section 151-158 of the Act, the provisions of the Finance Documents and the giving of financial assistance by the Company in the form and on the terms set out in Form 155(6)(a) (including the auditor's report attached thereto) (a copy of which having been supplied to the members of the Company prior to the signing of this Written Resolution) be and is hereby approved.
- 2 THAT, notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's Directors, the Company's Directors and/or Secretary be and are hereby empowered, authorised and directed to execute and deliver the Finance Documents for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit).
- 3 These resolutions shall have effect notwithstanding any provision of the Company's Articles of Association.

Dated this 18th day of November 2005

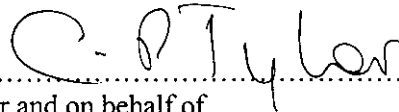

DAVID AMEY


JAMES ROBINSON





JOHN SEXTON



for and on behalf of
PORVAIR FILTRATION LIMITED

Appendix 1

The documents:

- (a) an accession agreement pursuant to which the Company will accede to a composite accounting system master agreement dated 26 March 2001 and made between the Purchaser, King's Lynn Ceramics Limited, King's Lynn Limited and Porvair Sciences Limited as participants and Barclays Bank PLC (the "**Bank**"); and
- (b) an accession agreement pursuant to which the Company will accede to a cross guarantee dated 26 March 2001 and made between the Purchaser, King's Lynn Ceramics Limited, King's Lynn Limited and Porvair Sciences Limited as guarantors and the Bank; and
- (c) an intra-group loan agreement pursuant to which the Company will agree to grant to the Purchaser, upon the terms and conditions of the intra-group loan agreement, loan facilities to enable the Purchaser to discharge indebtedness due to the Bank incurred in connection with the Purchaser's acquisition of the Company's shares and for such other purposes as the Company may agree in writing.