



THE COMPANIES ACTS 1985 TO 1989

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION

OF

PORVAIR plc

Passed on 6th July 1995

At an **EXTRAORDINARY GENERAL MEETING** of the above named Company duly convened and held at the offices of Hill Samuel Bank Limited, 100 Wood Street, London EC2P 2AJ on Thursday, 6th July 1995 at 10.00 am the following resolution was passed as an ordinary resolution:-

ORDINARY RESOLUTION

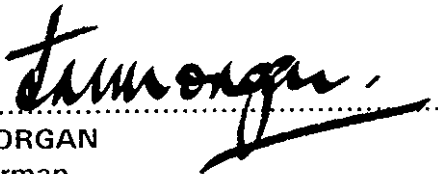
"THAT:-

- (1) the acquisition of Selee Holding Company on the terms of the Acquisition Agreement (as such term is defined and the terms of purchase are described in the circular to shareholders dated 20th June, 1995 of which this notice of meeting is a part) be and it is hereby approved and the Directors be and they are hereby authorised to do all such things as may be necessary to complete the said acquisition subject to such variations of a non-material nature to the terms and conditions thereof as the Directors shall, in their discretion, approve;
- (2) the authorised share capital of the Company be increased from £670,000 to £688,000 by the creation of 900,000 new Ordinary shares of 2p each having the rights and being subject to the restrictions set out in the Company's articles of association; and
- (3) for the purposes of section 80 of the Companies Act 1985 (the "Act") (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 £264,323 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution; and

- (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 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 by this resolution,

and so that this authority shall be in addition to and without prejudice to any existing authority granted for the purposes of the said section 80."



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J MORGAN
Chairman