

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

PORVAIR PLC



(Passed 15 June 2001)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at Riverside Industrial Estate, Estuary Road, King's Lynn, Norfolk, PE30 2HS on Friday 15 June 2001 at 9 a.m. the following Resolutions were passed as Ordinary Resolutions.

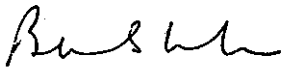
ORDINARY RESOLUTIONS

1. THAT, subject to and conditional upon the underwriting agreement dated 30 May 2001 and made between the Company (1); Close Brothers Limited (2); and Beeson Gregory Limited (3); becoming unconditional save for any condition relating to the passing of this Resolution, the posting of the Provisional Allotment Letter or any condition relating to Admission (each as defined in the prospectus of the Company dated 30 May 2001 ("**the Prospectus**")) and not having been terminated in accordance with its terms: the authorised share capital of the Company be increased from £688,000 to £1,500,000 by the creation of an additional 40,600,000 ordinary shares of 2p each in the capital of the Company.

2. THAT, subject to Resolution 1 above becoming unconditional, 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), the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £466,180 to such persons and at such times and on such terms as they think proper PROVIDED THAT

- (i) in the case of any allotment other than allotments of New Ordinary Shares pursuant to the Rights Issue (each as defined in the Prospectus) the authority hereby conferred shall be limited to the allotment of relevant securities up to an aggregate nominal amount equal to one third of the aggregate of the nominal amount of all ordinary shares of 2p each in the capital of the Company in issue immediately after this Resolution becomes unconditional and of any New Ordinary Shares allotted pursuant to the Rights Issue; and
- (ii) this authority shall expire (unless previously revoked, varied or renewed by the Company in general meeting) on 14 June 2006 except that the Company be and is 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;

so that all previous authorities of the Directors pursuant to the said section 80 to allot relevant securities be and are hereby revoked.



CHAIRMAN