

No: 1661935

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTION
OF
PORVAIR plc

(PASSED 8 APRIL 1998)


At the Annual General Meeting of the above named company, duly convened and held at the Assembly Rooms, King's Lynn Town Hall, Saturday Market Place, King's Lynn, Norfolk, PE30 1HY on 8 April 1998 at 12.00 noon the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

9. That subject to the passing of resolution 8 set out in the Notice convening this meeting, the Directors be empowered to make allotments of equity securities (as defined in Section 94 of the Companies Act 1985) for cash pursuant to the authority conferred upon them by that resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment and so that:
- (a) references to allotment in this resolution shall be construed in accordance with Section 94(3) of the said Act; and
 - (b) the power conferred by this resolution shall enable the Company to make any offer or agreement before the expiry date of the said period which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding the expiry of such power;
- Provided however, that the power conferred by this resolution shall expire at the conclusion of the next Annual General Meeting of the Company (except to the extent that the same is renewed or extended on or before that date) or, if earlier, on 7 July 1999, and shall be limited;



- (i) to the allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of Ordinary shares and other persons entitled to participate therein, in the proportion (as nearly as may be) to such holders' or to such other persons' holdings of such shares (or, as appropriate, to the numbers of such shares which such other persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal and practical problems under the laws of the requirements of any recognised regulatory body in any territory; and
- (ii) to the allotment (otherwise than aforesaid) of equity securities up to an aggregate nominal amount of £25,612.


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CHAIRMAN