

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTION**

**-of-**

**PORVAIR PLC**



**(Passed 22 June 2001)**

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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 22 June 2001 at 9 a.m. the following Resolution was passed as a Special Resolution.

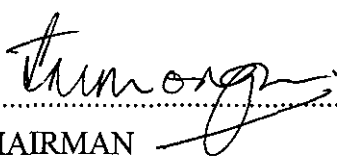
**SPECIAL RESOLUTION**

THAT, subject to the resolutions set out in the notice convening an Extraordinary General Meeting of the Company for 15 June 2001 becoming unconditional, the Directors be and are empowered in accordance with Section 95 of the Companies Act 1985 (the "Act") and in substitution and as a replacement for any existing power under that section, to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred on them by the second of those resolutions to allot relevant securities (as defined in Section 80 of the Act) as if sub-section 89(1) of the Act did not apply to such allotment and references in this resolution to the allotment of equity securities shall include references to the grant of a right to subscribe for, or to

convert any securities into, relevant shares (as defined in Section 94 of the Act), provided that this power shall be limited:

- (i) to the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interest of such holders and persons are proportionate (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date of such allotment subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body in any territory;
- (ii) to the allotment (otherwise than pursuant to paragraph (i) above) of equity securities up to an aggregate nominal value not exceeding £36,804;

and this power shall expire, unless renewed or earlier revoked, on 21 June 2006 but shall extend to the making, before such expiry, of an offer or agreement which would, or which might, require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby has not expired.

  
CHAIRMAN