

# SEPARATOR SHEET

## COMPANIES HOUSE BARCODE

WEDNESDAY



\*A95H4Z1N\*

A10

20/05/2020

#150

COMPANIES HOUSE

**Porvair plc**

**Company No. 01661935**

**Special Business passed at the 21 April 2020 Annual General Meeting**

12. THAT, subject to the passing of Resolution 11 above, the Directors be and are empowered in accordance with sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 11 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561(1) and sub-sections (1) – (6) of section 562 of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to:

12.1 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 (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number 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, record dates or legal, regulatory or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and

12.2 the allotment (otherwise than pursuant to paragraph 12.1) of equity securities up to an aggregate nominal value not exceeding £46,059,

and this power, unless renewed, shall expire at the end of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at 6:00 p.m. on 20 July 2021 but shall extend to the making, before such expiry, of an offer or agreement which would or might require an allotment of equity securities to be made after such expiry and the Directors may make an allotment of equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

13. THAT the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the said Act) of ordinary shares of 2.0p each in the capital of the Company ("ordinary shares") on such terms and in such manner as the Directors may determine, provided that:

13.1 the maximum number of ordinary shares hereby authorised to be purchased is 4,605,941;

13.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 2.0p per share, being the nominal amount thereof;

13.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System SETS;

13.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and 6.00 p.m. on 20 July 2021; and

13.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

14. THAT a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

#### 14. Other matters

##### 14.1. Auditor tenure

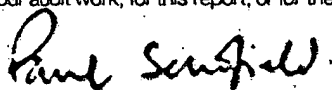
Following the recommendation of the Audit Committee, we were appointed by the members of the company at the Annual General Meeting on 11 April 2017 to audit the financial statements for the year ending 30 November 2017 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is three years, covering the years ending 30 November 2017 to 30 November 2019.

##### 14.2. Consistency of the audit report with the additional report to the audit committee

Our audit opinion is consistent with the additional report to the Audit Committee we are required to provide in accordance with ISAs (UK).

#### 15. Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Paul Schofield FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP  
Statutory Auditor  
Cambridge, United Kingdom

31 January 2020