

No. 03115555

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

-of-

PORVAIR FILTRATION LIMITED

(the "Company")

Circulation date: **28 June** 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the above-named company (the "Company") propose that the following resolutions (the "Resolutions") are passed as special resolutions

SPECIAL RESOLUTIONS

1. Alteration of Articles of Association

THAT, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 12(c) -

"Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is "

2. This resolution shall have effect notwithstanding any provisions of the Company's Articles of Association

We, the undersigned, being the sole member entitled to vote on the Resolutions on the circulation date hereby irrevocably agree to the Resolutions



C. N. B. lew

Porvair Plc

Date 28 June 2010

NOTES

1. If this document is being signed on your behalf under a power of attorney then you need do nothing in response to this document
2. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy to 7 Regis Place, Bergen Way, North Lynn Industrial Estate, King's Lynn, Norfolk, PE30 2JN
3. If by **25 July**, sufficient agreement has not been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date
4. If you do not agree to this Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
5. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
6. In the case of joint holders, the vote of the first-named in the register of members of the Company, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders.
7. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.