No. 01661935

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THE COMPANIES ACT 2006
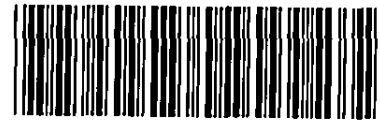
COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

PORVAIR PLC

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THURSDAY

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COMPANIES HOUSE

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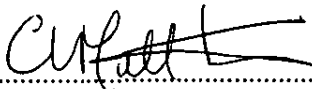
(Passed 7 April 2009)

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At a General Meeting of the above-named Company, duly convened and held at 7 Regis Place, Bergen Way, King's Lynn PE30 2JN on 7 April 2009 at 9.30 a.m. the following resolutions were passed as Special Resolutions.

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SPECIAL RESOLUTIONS

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8.   THAT the Directors be and are empowered in accordance with section 95 Companies Act 1985 (the "Act") to sell treasury shares (as defined in section 162 of the Act) and, subject to the passing of resolution 7 set out in the Notice convening this Meeting, make other allotments of equity securities (and the expression "allotment of equity securities" and like expressions used in this resolution shall have the meaning given to them by virtue of section 94 of the Act) for cash, pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by that resolution, in each case as if section 89(1) and sub-sections (1) - (6) of section 90 of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to:

8.1   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 or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and

8.2 the allotment (otherwise than pursuant to paragraph 8.1 above) of equity securities up to an aggregate nominal value not exceeding £42,073.64; and this power, unless renewed, shall expire at the next annual general meeting of the Company after the passing of this resolution 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.

9. THAT the Company be and is hereby generally and unconditionally authorised for the purpose of section 166 Companies Act 1985 to make market purchases (as defined in section 163 of the said Act) of ordinary shares of 2p each in the capital of the Company (**"ordinary shares"**) provided that:

9.1 the maximum number of ordinary shares hereby authorised to be purchased is 4,207,364;

9.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 2p per share, being the nominal amount thereof;

9.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to 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;

9.4 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 the date which is 18 months after the date on which this resolution is passed; and

9.5 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.

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Chairman