

Company No. 1661935

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
PORVAIR plc
(Passed on 21st April 1989)

At an adjourned meeting of the Company's ANNUAL GENERAL MEETING held at Estuary Road King's Lynn Norfolk PE30 2HS on Friday 21st April 1989 the following Resolution was passed as a Special Resolution :-

RESOLUTION

That

- a) For the purposes of Section 80 of the Companies Act 1985 (and so that expressions used in this paragraph (a) shall bear the same meaning as in the said Section):

(i) the Directors be generally and unconditionally authorised to allot relevant securities up to a maximum nominal amount of £422,135 to such persons at such times and on such terms as they think proper during the period expiring on 20 April ~~1984~~ and ¹⁹⁹⁴

(ii) the Company be and it is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given in this paragraph.

so that all previous authorities of the Directors pursuant to Section 80 of the Companies Act 1985 be and they are hereby revoked and

- b) 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 under paragraph (a) above as if Section 89 (1) of the Companies Act 1985 did not apply to any such allotment and so that :-

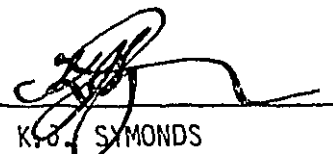
(i) references to allotment in this paragraph (b) shall be construed in accordance with Section 94 (3) of the said Act, and

(ii) the power conferred by this paragraph (b) shall enable the Company to make any offer or agreement before the expiry 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 great offer or agreement notwithstanding the expiry of such power.

provided however, that the power conferred by this paragraph (b) 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) and shall be limited:-

(aa) 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' holding 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 or the requirements of any recognised regulatory body in any territory.

(bb) to the allotment (otherwise than aforesaid) of equity securities up to an aggregate nominal amount of £12,000


K.G. SYMONDS
Company Secretary