

Company No. 1661935

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

PORVAIR PLC

(PASSED ON 9TH APRIL, 1992)

At the ANNUAL GENERAL MEETING held at The Watermen's Hall, 18 St. Mary at Hill, London, EC3R 8EE on 9th April, 1992 the following resolution was passed as a Special Resolution.

RESOLUTION

That:-

- (a) For the purposes of Section 80 of the Companies Act 1985 (expressions used in this paragraph (a) bearing 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 £107,795 to such persons at such times and on such terms as they think proper during the period expiring on 8th April, 1997; and
- (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.

and 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 (as) 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 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' holdings of such shares (or, as appropriate, to the numbers of such shares which such other persons are for these purposes deemed to hold) 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) or equity securities up to an aggregate nominal amount of £15,330.


By Order of the Board
K. J. Symonds
Company Secretary