

Porvair plc – Notice of the Annual General Meeting 2009

NOTICE is hereby given that the Annual General Meeting of Porvair plc (the "Company") will be held at 7 Regis Place, Bergen Way, King's Lynn, PE30 2JN on 7 April 2009 at 9:30 a.m. for the transaction of the following business:

Ordinary business

As ordinary business to consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 7 will be proposed as ordinary resolutions and number 8 will be proposed as a special resolution:

1. To receive the Company's annual accounts for the year ended 30 November 2008 together with the Directors' report and the auditors' report on those accounts and on the auditable part of the Report of the Remuneration Committee.
 2. To approve the Report of the Remuneration Committee for the year ended 30 November 2008, which is set out in the Annual Report of the Company for the year ended 30 November 2008.
 3. To declare and approve the payment of a final dividend of 1.25 pence per ordinary share.
 4. To re-elect Charles Matthews as a Director.
 5. To re-elect Christopher Tyler as a Director.
 6. To re-appoint PricewaterhouseCoopers LLP as auditors to the Company until the conclusion of the next Annual General Meeting of the Company and authorise the Directors to fix the auditors' remuneration.
 7. THAT for the purposes of section 80 Companies Act 1985 (the "Act"):
 - 7.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to a maximum nominal amount of £334,016 to such persons and at such times and on such terms as they think proper during the period expiring at the date of the next annual general meeting of the Company after the passing of this resolution (unless previously revoked or varied by the Company in general meeting), save that the Company be and 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 the 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 by this resolution; and
 - 7.2 the Directors be and are generally and unconditionally authorised to allot equity securities (within the meaning of section 94 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £280,491 provided that this authority shall expire on the date of the next annual general meeting of the Company after the passing of this resolution save that the Company be and 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 the 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 by this resolution;
- so that all previous authorities of the Directors pursuant to the said section 80 be and are hereby revoked.
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.

Special business

As special business to consider and, if thought fit, to pass the following resolutions which will be proposed as special resolutions:

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

By order of the Board

Christopher Tyler, Company Secretary
26 January 2009

Notes:

- (1) A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint one or more proxies to attend and, on a poll, to vote in his place. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
- (2) To appoint a proxy you may use the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be deposited by 9:30 a.m. on 3 April 2009 at the offices of Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4TU. Completion of the Form of Proxy will not prevent you from attending and voting in person.
- (3) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 9:30 a.m. on 3 April 2009 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 9:30 a.m. on the day preceding the date fixed for the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

Notes continued:

- (4) in the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (5) To appoint a proxy or to give or to amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 9.30 a.m. on 3 April 2009. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the Company's registrars no later than 9.30 a.m. on 3 April 2009.
- (6) The following documents are available for inspection at the head office of the Company, 7 Regis Place, Bergen Way, King's Lynn, PE30 2JN, during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the Meeting:
- (a) copies of service contracts between the Directors and the Company or its subsidiary undertakings.