

NOTICE is hereby given that the Annual General Meeting of Porvair plc (the "Company") will be held at Brampton House, 50 Bergen Way, King's Lynn, PE30 2JG on 9 April 2008 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 2007 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 2007, which is set out in the Annual Report of the Company for the year ended 30 November 2007.
3. To declare and approve the payment of a final dividend of 1.2 pence per ordinary share.
4. To re-elect Michael Gatenby as a Director.
5. To re-elect Ben Stocks 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") (and so that expressions used in this resolution shall bear the same meanings as in the said section 80):
 - 7.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £307,823 to such persons and at such times and on such terms as they think proper during the period expiring at the end of five years from the date of the passing of this resolution (unless previously revoked or varied by the Company in general meeting); and
 - 7.2 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 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 £40,698.50;

and this power, unless renewed, shall expire at the end of five years from the date of 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 of which numbers 9 and 10 will be proposed as special resolutions and number 11 will be proposed as an ordinary resolution.

9. THAT the Company be and is hereby generally and unconditionally authorised for the purpose of section 166 of the Act 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 4,069,850;
 - 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 the higher of (i) the 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 and (ii) the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);
- 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 pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the Meeting and for the purposes of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.
11. THAT the Directors be and are hereby authorised:
- 11.1 to establish The Porvair Long Term Share Plan 2008 (the "Plan"), a copy of the draft rules of which has been produced to the Meeting and signed by the Chairman for the purpose of identification only and a summary of the principal terms of which is set out in the Notice of the Annual General Meeting; and
- 11.2 to establish other share plans for employees resident or working outside the United Kingdom, based on the Plan, but modified to take account of local tax, exchange control and securities law PROVIDED THAT:
- 11.2.1 such other plans shall confer benefits and contain limits so as to ensure, so far as the Directors consider practicable, substantial equality of treatment with employees participating in the Plan; and
- 11.2.2 any shares issued or which might be issued under such other plans are treated as counting against the overall limitations on the issue of new shares as set out in the Plan.

By order of the Board

Christopher Tyler, Company Secretary
28 January 2008

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 exercise all or any of the rights of the member to attend and speak and vote in his place. A proxy need not be a member of the Company.
- (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 7 April 2008 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 7 April 2008 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.
- (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 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 7 April 2008. 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 7 April 2008.
- (6) The following documents are available for inspection at the registered office of the Company, Brampton House, 50 Bergen Way, King's Lynn, PE30 2JG, 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 of the Executive Directors under which they are employed by the Company and the letters of appointment of the Non-Executive Directors;
 - (b) a copy of the proposed new Articles of Association of the Company, and a copy of the existing Articles of Association marked to show the changes being proposed in resolution 10; and
 - (c) a copy of the rules of the proposed Porvair Long Term Share Plan 2008.

Items (b) and (c) are also available for inspection at the offices of Travers Smith, 10 Snow Hill, London EC1A 2AL during normal 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.