

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser, duly authorised under the Financial Services and Markets Act 2000, immediately.**

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who holds the shares.



## **Hampson Industries PLC**

**Annual General Meeting**

**7 September 2010**

To be valid, proxies must be lodged with the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6ZX, not less than forty-eight hours before the time appointed for holding the meeting.

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the fiftieth Annual General Meeting of Hampson Industries PLC will be held at The Copthorne Hotel, Merry Hill, The Waterfront, Level Street, Brierley Hill, West Midlands, DY5 1UR on 7 September 2010 at 2.30 pm, for the following purposes:

### **Ordinary Business**

1. To receive notice of and adopt the Reports of the Directors and Auditors and Financial Statements for the year ended 31 March, 2010. (Resolution No. 1)
2. To declare a final dividend of 0.9p per share in respect of the year ended 31 March 2010 payable on 8 October 2010 to Shareholders on the register at close of business on 10 September 2010. (Resolution No. 2)
3. To elect as Director Mr N. Jordan who, having been appointed a Director since the date of the last Annual General Meeting, retires in accordance with the Company's Articles of Association and, being eligible, offers himself for election. (Resolution No. 3)
4. To re-elect as Director Mr S.H. Henwood who, in accordance with the Company's Articles of Association, retires by rotation. (Resolution No. 4)
5. To reappoint KPMG Audit Plc as Auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration. (Resolution No. 5)
6. To approve the Report on Directors' Remuneration for the year ended 31 March 2010. (Resolution No. 6)

Transact any other ordinary business of an Annual General Meeting.

### **Special Business**

By way of special business to consider and, if thought fit, pass the following resolutions, of which Resolution 7 shall be proposed as an ordinary resolution and Resolutions 8, 9 and 10 shall be proposed as special resolutions.

7. (i) THAT the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (in substitution for any existing authority to allot shares) to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £23,143,994.42 (being approximately one-third of the current issued share capital of the Company as at 26 July 2010) provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after passing this resolution, save that the Company may before such date make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares and grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and further,
  - (ii) THAT the Directors of the Company be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of Section 560 of the said 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 £23,143,994.42 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after passing this resolution save that the Company may before such date make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. (Resolution No. 7)
8. THAT, subject to the passing of Resolution 7, the Directors of the Company be and they are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the said Act) for cash pursuant to the authority conferred by Resolution 7 and be empowered pursuant to section 573 of the said Act to sell ordinary shares (as defined in section 560 of the said Act) held by the Company as treasury shares (as defined in section 724 of the said Act) for cash as if Section 561(1) of the said Act did not apply to any such allotment or sale provided that this power shall be limited to allotments of equity securities and the sale of its treasury shares:
  - (a) in connection with or pursuant to a rights issue in favour of or general offer to or open offer or other pre-emptive offer or a scrip dividend alternative to Shareholders where the equity securities respectively attributable to the interest of all Shareholders are proportionate (as nearly as may be) to the respective number of shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with problems under the law of any territory or the requirement of any regulatory body or any stock exchange in any territory or in connection with fractional entitlements or otherwise); and

(b) otherwise than pursuant to subparagraph (a) above up to an aggregate nominal value of £3,471,599.

and such power shall expire at the conclusion of the next Annual General Meeting of the Company after passing of this resolution, save that the Company may before such date make offers or agreements which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such offers or agreements as if the power conferred hereby had not expired. (Resolution No. 8)

9. THAT the Company be and is hereby authorised for the purpose of Section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of the said Act) on the London Stock Exchange of ordinary shares up to an aggregate nominal value of £3,471,599 (being approximately 5% of the issued ordinary share capital of the Company as at 26 July 2010) on such terms and in such manner as the Directors may determine, provided that:

(a) the price (exclusive of expenses) which may be paid for an ordinary share shall be not more than (1) 5% above the average of the market value for an ordinary share as derived from the Official List for the five business days immediately preceding the date on which the ordinary share is purchased, and (2) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Trading System or less than £0.25 per ordinary share; and

(b) the authority contained herein shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2011 or fifteen months from the date of passing this resolution, whichever shall occur first, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority contained hereby had not expired. (Resolution No. 9)

10. THAT as permitted by section 307A of the Companies Act 2006 any general meeting of the Company (other than the Annual General Meeting of the Company) shall be called by notice of at least 14 clear days in accordance with the provisions of the Articles of Association of the Company provided that the authority of this resolution shall expire on the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution. (Resolution No. 10)

By Order of the Board:

**M.G. Dolan ACIS**  
Secretary  
26 July 2010

7 Harbour Buildings  
Waterfront West, Dudley Road  
Brierley Hill, West Midlands, DY5 1LN  
[www.hampsongroup.com](http://www.hampsongroup.com)

#### Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a Shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Equiniti on 0871 384 2030 or, from overseas, +44 (0)121 415 7047. Calls to these numbers are charged at 8p per minute from a BT landline. Other telephone providers' costs may vary.
2. To be valid any proxy form or other instrument appointing a proxy and power of attorney or other authority under which it is signed, or notarially certified or office copy of such power of authority, must be received by post or (during normal business hours only) by hand at Equiniti no later than 2.30 pm on 5 September 2010.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 8 below) will not prevent a Shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 Companies Act 2006 ("nominated persons"). Nominated persons may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a nominated person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
5. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 6 pm on 5 September 2010 (or, in the event of any adjournment, 6 pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

6. As at 23 July 2010 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 277,727,933 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 23 July 2010 are 277,727,933. No shares were held in treasury as at 23 July 2010.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA19) by 2.30 pm on 5 September 2010. 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 Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Biographical details of Mr Jordan are contained in the Chairman's letter to Shareholders dated 26 July 2010 and those of Mr Henwood are on page 37 of the Annual Report.
12. Copies of Directors' contracts of service and statements of transactions by Directors in the share capital of the Company will be available for inspection at the Company's registered office during normal business hours from the date of this notice until the date of the Annual General Meeting, when they will be available for fifteen minutes prior to the meeting and during the meeting.
13. Any member attending the general meeting is entitled, pursuant to section 319A of the Companies Act 2006, to ask any question relating to the business being dealt with at the meeting. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. From the date of this notice and for the following two years the following information will be available on the Company's website and can be accessed at [www.hampsongroup.com](http://www.hampsongroup.com): (i) the matters set out in this notice of meeting; (ii) the total numbers of shares in the Company and shares of each class, in respect of which members are entitled to exercise voting rights at the meeting; and (iii) the totals of the voting rights that members are entitled to exercise at the meeting in respect of the shares of each class. Any members' statements, members' resolutions and members' matters of business received by the Company after the date of this notice will be added to the information already available on the website as soon as reasonably practicable and will also be made available for the following two years.
15. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (sections 527 to 531), where requested by either a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company or at least 100 members have a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, the Company must publish on its website a statement setting out any matter that such member or members propose to raise at the Annual General Meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting. Where the Company is required to publish such a statement on its website it may not require the members making the request to pay any expenses incurred by the Company in complying with the request, it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website, and the statement may be dealt with as part of the business of the Annual General Meeting. A member or members wishing to request publication of such a statement on the Company's website must send the request to the Company (i) in hard copy form to the Company Secretary at 7 Harbour Buildings, Waterfront West, Dudley Road, Brierley Hill, West Midlands, DY5 1LN — the request must be signed by you, (ii) by email to [malcolm.dolan@hampsongroup.com](mailto:malcolm.dolan@hampsongroup.com) (following which the Company shall be entitled to take reasonable steps to authenticate the identity of the sender) or (iii) by facsimile transmission to +44 (0)1384 472962 — the request must be signed by you. The request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported, and be received by the Company at least one week before the Annual General Meeting.
16. You may not use any electronic address provided in either this Notice of General Meeting or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.