

HAMPSON INDUSTRIES PLC

(Incorporated in England and Wales under the Companies Act 1948 with registered number 00631731)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “General Meeting”) of Hampson Industries PLC (the “Company”) will be held at the offices of Eversheds LLP at One Wood Street, London EC2V 7WS at 11.00 a.m. on 18 February 2010 for the purpose of considering and, if thought fit, passing the following resolutions (of which, Resolutions 1, 3, 4, 5 and 6 will be proposed as ordinary resolutions and Resolutions 2 and 7 will be proposed as special resolutions), in which capitalised terms shall have the meanings ascribed to them in the prospectus (the “Prospectus”) of which this notice forms part, save where specified to the contrary herein:

1. That, without prejudice to the authority conferred on the Directors at the last annual general meeting of the Company, the Directors be and are hereby authorised in accordance with section 551 of the Companies Act to exercise all the powers of the Company to allot shares in the Company up to a nominal amount of £30,000,000 for the purposes of the Capital Raising, such authority to apply until the end of the annual general meeting of the Company in 2010 (unless and to the extent that such authority is revoked or extended prior to such date) but so that the Company may make offers or enter into agreements before such expiry which would, or might, require shares to be allotted after such expiry and the Directors may allot shares under any such offers or agreements as if the authority conferred by this resolution had not expired (Resolution 1).
2. That, subject to and conditional upon the passing of Resolution 1 and without prejudice to the authority conferred on the Directors at the last annual general meeting of the Company, the Directors be and are hereby authorised pursuant to section 571 of the Companies Act to allot equity securities (as defined in section 560(1) of the Companies Act) of the Company for cash, pursuant to the authority granted pursuant to Resolution 1, as if section 561(1) of the Companies Act did not apply to such allotment, provided that the authority conferred by this resolution:
 - (i) will apply until the end of the annual general meeting of the Company in 2010 (unless and to the extent that such authority is revoked or extended prior to such date) but so that the Company may before such expiry make offers or enter into agreements which would, or might, require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the authority conferred by this resolution had not expired; and
 - (ii) is limited to the allotment of equity securities of up to an aggregate nominal amount of £30,000,000 for the purposes of the Capital Raising (Resolution 2).
3. That, subject to and conditional upon the passing of Resolution 1 and Resolution 2, the terms of the Capital Raising be and are hereby approved and the Directors be and are hereby directed to implement the Capital Raising on the basis described in the Prospectus and be and are generally and unconditionally authorised to exercise all the powers of the Company as are necessary in connection with the implementation of the Capital Raising (Resolution 3).
4. That, subject to and conditional upon the passing of Resolution 1, Resolution 2 and Resolution 3, the issue of New Ordinary Shares in connection with the Capital Raising for cash at an issue price of 50 pence per share, which is a discount of 22.8 per cent. to the Closing Price of 64.75 pence per share on the last Business Day prior to announcement of the Capital Raising and otherwise on the terms set out in the Prospectus be and is hereby approved (Resolution 4).
5. That, subject to and conditional upon the passing of Resolution 1, Resolution 2, Resolution 3 and Resolution 4, the subscription by Aberforth for 10,293,549 Firm Placed Shares pursuant to the Firm Placing be and is hereby approved (Resolution 5).
6. That, subject to and conditional upon Admission having become effective and in substitution for the allotment authority conferred on the Directors at the last annual general meeting of the Company (but without prejudice to any allotments made pursuant to that authority), and in addition to the amount set out in Resolution 1, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act to exercise all the 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 a maximum nominal amount of £23,000,000, such authority to apply until the end of the annual general meeting of the Company in 2010 (unless and to the extent that such authority is revoked or extended prior to such date) but so that the Company may before such expiry make offers or enter into agreements which would, or might, require such shares to be allotted or such rights to be granted after such expiry and the Directors may allot such shares and/or grant such rights in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired (Resolution 6).

7. That, subject to and conditional upon (a) the passing of Resolution 6 and (b) Admission having become effective and in substitution for the equivalent authority conferred on the Directors at the last annual general meeting of the Company (but without prejudice to any allotments made pursuant to that authority), the Directors be and are hereby authorised pursuant to section 570 of the Companies Act to allot equity securities (as defined in section 560(1) of the Companies Act) of the Company for cash pursuant to the authority conferred on the Directors pursuant to Resolution 6 and be empowered pursuant to section 573 of the Companies Act to sell ordinary shares (as defined in section 560 of the Companies Act) held by the Company as treasury shares (as defined in section 724 of the Companies Act) for cash, in each case as if section 561(1) of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and/or the sale of treasury shares:
- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of Ordinary Shares and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject 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 of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
 - (ii) otherwise than pursuant to sub-paragraph (i) of this resolution, up to an aggregate nominal amount of £3,471,195

and such power shall expire at the end of the annual general meeting of the Company in 2010, but so that the Company may before such expiry 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 any such offers or agreements as if the authority conferred by this resolution had not expired (Resolution 7).

Dated: 2 February 2010

Registered Office:
7 Harbour Buildings
Waterfront West
Dudley Road
Brierly Hill
West Midlands DY5 1LN

By order of the Board
Malcolm Dolan
Secretary

Notes:

1. Any member entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and, on a poll, to vote instead of the member. Completion and return of a Form of Proxy or any CREST Proxy Instruction (as defined below) will not preclude a member from attending and voting at the General Meeting in person, should he subsequently decide to do so.
2. 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 of the Companies Act ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
3. In order to be valid, any Form of Proxy and a power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, in order to be valid, must reach the Company's Registrars at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA (by post) not less than 48 hours (excluding any part of a day which is a non-working day) before the time of the General Meeting or of any adjournment of the General Meeting.
4. 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.
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's specifications, and must contain the

information required for such instruction, as described in the CREST Manual (available via 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 7RA01) by the latest time for receipt of proxy appointments specified in this Notice of General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear 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(s), 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.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

5. Any member attending the General Meeting is entitled, pursuant to section 319A of the Companies Act to ask any question relating to the business being dealt with at the General Meeting. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the General 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 General Meeting that the question be answered.
6. 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:
 - (i) the matters set out in this Notice of General Meeting;
 - (ii) the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the General Meeting; and
 - (iii) the total voting rights that members are entitled to exercise at the General Meeting.

Any members' statements, members' resolution and members' matters of business received by the Company after the date of this Notice of General Meeting 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.

7. The appointment of a proxy and any voting instructions for the General Meeting may be registered electronically by logging onto www.sharevote.co.uk. Full details of the procedure are given on that website. The proxy appointment and voting instructions must be received by Equiniti Limited by not later than 11.00 a.m. on 16 February 2010 and will not be accepted at any time if found to contain a computer virus. You will need to have your form of proxy to hand when you log on, as it has information required in the process.
8. The right of members to vote at the General Meeting is determined by reference to the register of members. As permitted by Regulation 41 of the CREST Regulations, Shareholders (including those who hold Ordinary Shares in uncertificated form) must be entered on the Company's share register at 6.00 p.m. on 16 February 2010 in order to attend and vote at the General Meeting. Such Shareholders may only cast votes in respect of Ordinary Shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
9. The total number of Ordinary Shares in issue as at 1 February 2010, the latest practicable date prior to the date of this document, was 158,683,212 Ordinary Shares. Therefore, the total level of voting rights in the Company was 158,683,212.
10. You may not use any electronic address provided in either this Notice of General Meeting or any relating documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.