

AIM Rules for Companies, Rule 26

Company Information Disclosure - Hamworthy plc

This document is available from Hamworthy's website at <http://www.hamworthy.com/rule26>

In conjunction with the company's website, this document contains all of the information which is necessary to comply with the requirements of Rule 26 of the AIM Rules for Companies.

Company Information

Description of the business

Hamworthy is a leader in the design and manufacture of innovative gas handling, pumping and water management systems for the marine and oil and gas industries. The Group has a reputation for producing solutions that are technically advanced and often in response to environmental needs or legislation.

Hamworthy is an established name in the world marine and oil and gas industries. With its headquarters in the UK, manufacturing and engineering sites in six countries and a presence in over 50, the Company has established a leading global position in its chosen markets through organic growth and acquisition.

Country of Incorporation

England and Wales

Main country of operation

The largest proportion of the company's assets are held in England.

Governance Information

Directors names and biographies

Gordon F Page CBE, DL, Non-executive Chairman

Mr Page, age 66, joined the board in June 2004. He is chairman of AirTanker Holdings Limited and PH Warr plc and is Pro-Chancellor of Cranfield University and a chairman of governors of Canford School. Mr Page previously held a number of senior commercial and marketing positions at Rolls-Royce plc and was chief executive and then chairman of Cobham plc. He is a past president of the Royal Aeronautical Society, the Society of British Aerospace Companies and the Chartered Management Institute. He was awarded the CBE in 2000, an Honorary Doctorate of Science from Cranfield University in 2003 and a Honorary Doctorate of Business Administration from Bournemouth University in 2009. He was appointed as a Deputy Lieutenant of Dorset in 2006. He is chairman of the nominations committee.

Joe Oatley, Chief Executive

Mr Oatley, age 41, joined the Company in September 2007 as Chief Executive, having spent three years as managing director of Weir Strachan & Henshaw. Prior to that, his experience was predominantly in the engineering sector in a variety of roles, including as managing director, in strategy development and acquisitions. Mr Oatley has a Masters Degree in Engineering from Cambridge University.

Paul Crompton, Finance Director

Mr Crompton, age 49, joined the Company as Finance Director in 1994. A graduate in finance and business studies, he is a chartered accountant having spent five years at Ernst & Young. Prior to joining Hamworthy, Mr Crompton held senior board positions within the electronics and aerospace industries. He is a director and trustee of the Lewis Manning Trust.

Alan Frost, Non-executive Director

Mr Frost, age 65, joined the board in June 2004. He is the chairman of Bournemouth University and Dorset Opera, and a non-executive director of INVESCO Perpetual Life Limited and The Bournemouth University Foundation. Mr Frost has over 40 years of experience in the financial services sector, including ten years as managing director of Abbey Life Assurance and chief executive of United Assurance Group plc. He was appointed as a Deputy Lieutenant of Dorset in 2010. He is the senior independent director and chairman of the audit committee.

James Wilding, Non-executive Director

Mr Wilding, age 50, was a non-executive director of the company at the time of admission to AIM in July 2004. He is chairman of Independent Living Group, a consultant to Bridgepoint Development Capital. His past roles have included Managing Director at AlixPartners, the performance improvement and restructuring firm, and Principal at Nikko Principal Investments, the private equity house. He is a chartered accountant and a former partner at PricewaterhouseCoopers. He is chairman of the remuneration committee.

Further information about directors and senior managers can be found at <http://www.hamworthy.com/boardofdirectors>

Directors' responsibilities and committees

Hamworthy intends, so far as is practicable for a company of its size and nature, to comply with the provisions of the Combined Code on Corporate Governance published in July 2003 ("the Combined Code") which applies to companies which are admitted to the Official List. The Company has appointed non-executive directors to bring an independent view to the board, and to provide a balance to the executive directors.

An Audit Committee consisting of Gordon Page, Alan Frost and James Wilding was established on 23 June 2004. The Audit Committee is chaired by Alan Frost. It meets at least twice a year and is responsible for ensuring that the appropriate financial reporting procedures are properly maintained and reported on and for meeting the auditors and reviewing their reports relating to the Group's accounts and internal control systems.

The Remuneration Committee consisting of Gordon Page, Alan Frost and James Wilding was established on 23 June 2004. The Remuneration Committee is chaired by James Wilding. It meets at least twice a year and is responsible for reviewing the performance of the executive directors and other senior executives and for determining appropriate levels of remuneration.

A Nominations Committee consisting of Gordon Page, Alan Frost and James Wilding was established on 23 June 2004. Joe Oatley joined the Nominations Committee on 03 September 2007. The Nominations Committee is chaired by Gordon Page. It will make recommendations on all new board appointments.

The guidance published by the Institute of Chartered Accountants in England and Wales concerning the internal control requirements of the Combined Code has been brought to the attention of the directors. In line with this guidance, the board keeps under regular review key business risks in addition to the financial risks facing the company in the operation of its business.

In compliance with the AIM Rules for Companies the Company has established a policy and share dealing code relating to dealing in the Company's shares by directors, employees and connected persons.

Further information about directors' responsibilities and committees can be found at <http://www.hamworthy.com/governance>

Share information

Other exchanges or traded platforms on which securities are traded

None.

Number of securities in issue

The company has an authorised share capital of 60,000,000 Ordinary Shares at 5p each, of which 45,410,351 are issued, called up and fully paid.

As at 02 June 2010 there were 135,286 unexercised options held by directors:

Number of options	Exercise price	Exercisable to:
27,468	582.5p	11. 07. 2017
33,000	606.0p	03. 09. 2017
74,818	548.0p	23. 06. 2018

A Share Co-investment Incentive Plan for directors and senior executives exists to encourage the retention of a holding in Hamworthy shares by directors and senior executives. Details of the plan can be seen at www.hamworthy.com/investor/co-investment.pdf

Significant shareholders

Registered holders' share capital as at 02 June 2010	Number of ordinary	% of issued
Schroders Investment Management	6,116,311	13.05%
JO Hambro Capital Management	2,273,717	5.03%
Jupiter Asset Management	2,122,039	4.67%
Majedi Asset Management	2,092,923	4.61%
Fidelity	1,644,100	3.62%
Octopus Investments	1,454,138	3.20%

Percentage of securities not in public hands

Directors interests in shares

The interests of the directors in the ordinary shares of the company were as follows:

	02 June 2010	% of issued
Paul Crompton	67,233	0.15%
Alan Frost	40,000	0.09%
Joe Oatley	20,960	0.05%
Gordon Page	50,000	0.11%
James Wilding	65,660	0.14%

Restrictions on the transfer of securities

None.

Contacts and Advisors

Registered Office and Investor Enquiry

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Note: retail investors please contact Numis Securities

Nominated Adviser

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EC2R 7AE

Broker

Numis Securities Limited
The London Stock Exchange Building
10 Paternoster Square
London EC4M 7LT

Auditors

Deloitte LLP
Mountbatten House
1 Grosvenor Square
Southampton SO15 2BZ

Financial PR Consultants

Abchurch Communication Limited
100 Cannon Street
London EC4N 6EU

Registrars

Capita Registrars
Northern House
Woodsome Park
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Huddersfield
West Yorkshire HO8 0LA

Additional information

The following documents can be viewed at <http://www.hamworthy.com/rule26>

- Memorandum and Articles of Association
- Prospectus and Admission to AIM
- Annual and Interim reports

All RIS notifications can be viewed at <http://www.hamworthy.com/rns>

This information was updated as at 02 June 2010.

