

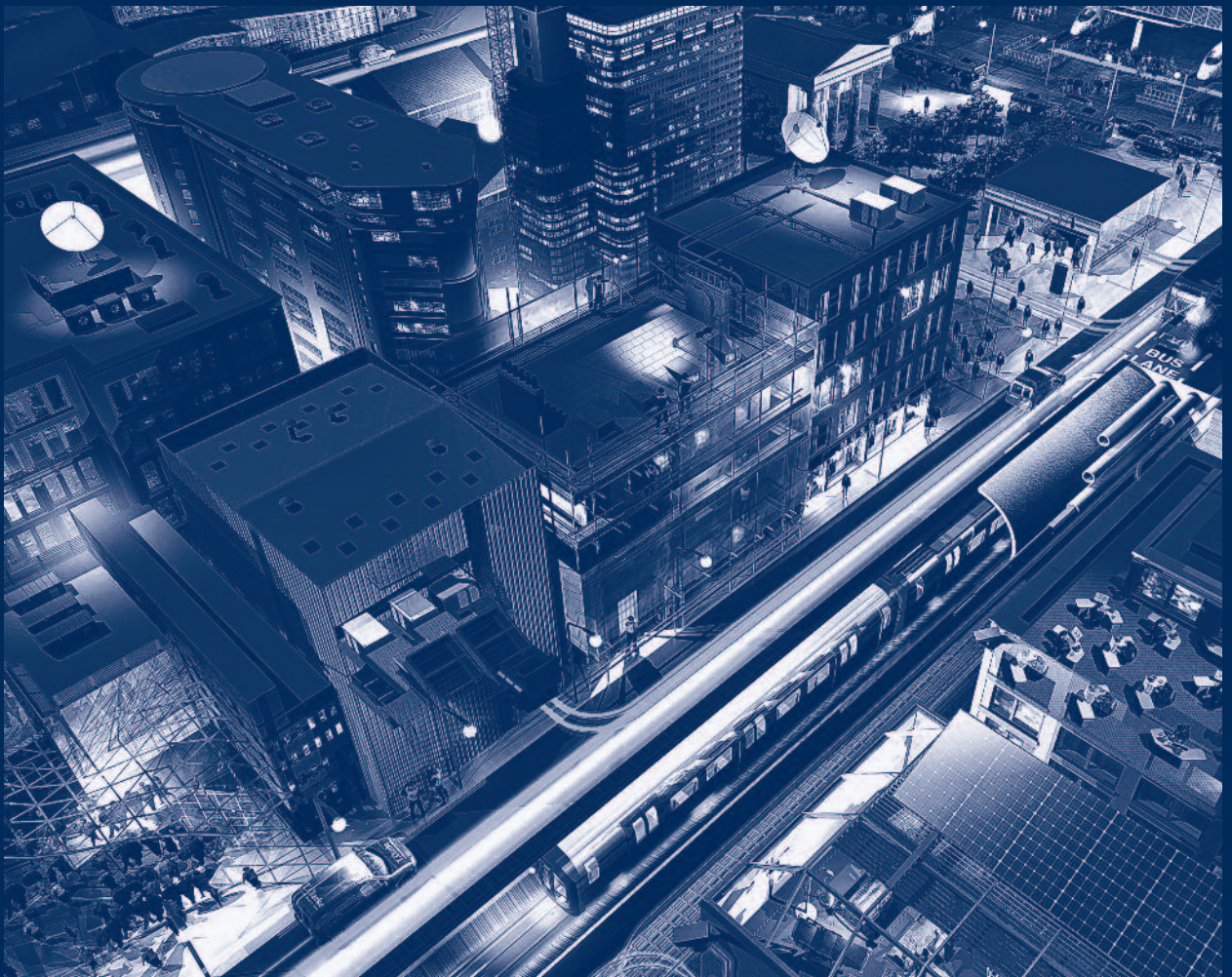
Notice of Annual General Meeting

12 noon on Friday 13th May 2011

This document is important and requires your immediate attention

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in T.Clarke plc, please forward this document, together with the accompanying documents, as soon as possible either 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 now holds the shares.



T.Clarke

BUILDING SERVICES GROUP

4th April 2011

Dear Shareholder,

Annual General Meeting

It is with pleasure that I hereby send you the Notice of this year's Annual General Meeting ('AGM') for shareholders of T.Clarke plc ('the Company,') which will be held in **The Riverside Room, Savoy Place, 2 Savoy Place, London, WC2R 0BL at 12 noon on Friday 13th May 2011.**

The AGM is an important opportunity for all shareholders to express their views by raising questions and voting and we therefore encourage you to attend.

If you would like to vote on the resolutions, but cannot attend the AGM, please fill in the proxy form sent to you with this notice and return it to Capita Registrars as soon as possible. The proxy form must be received by 12 noon on Wednesday 11th May 2011 in order to count towards the vote.

Executive Share Plan and Save As You Earn Share Option Scheme

This year, the Remuneration Committee has reviewed the incentive arrangements for the executive directors and other senior employees and concluded that it is appropriate to introduce a long-term equity incentive plan. Under the plan, executives will receive provisional awards of shares or share options, which would vest three years after the date of award to the extent that performance conditions are met.

The long-term equity incentive plan will provide for provisional awards of shares or the award of share options worth no more than 100% of an executive's basic salary each year. Such awards will vest on the third anniversary of the date of award to the extent that the performance targets have been met.

On vesting, awards may be satisfied by newly issued shares, treasury shares or shares purchased in the market and held in an employee benefit trust. To facilitate this, the Committee is also proposing to establish a suitable employee share ownership trust.

The Board is also asking shareholders to approve the introduction of a Save As You Earn Share Option Scheme for the general body of employees. This is a share option plan which will encourage employees to save and give them the opportunity to become shareholders in the future.

The main terms of the long-term equity incentive plan, the employee trust and the Save As You Earn Share Option Scheme are summarised in Appendices 1 to 3 to this Notice.

Resolutions to approve the long-term equity incentive plan, the employee trust and the Save As You Earn Share Option Scheme are proposed as ordinary resolutions numbers 8 to 10.

The rules of the long-term equity incentive plan and the Save As You Earn Share Option Scheme and the draft trust deed for the employee trust will be available for inspection at the Company's registered office and at Hamlins LLP, Roxburghe House, 273-287 Regent Street, London, W1B 2AD during normal business hours on any weekday (excluding any public holidays) until the date of the Annual General Meeting. Copies of the draft rules will also be available for inspection for 15 minutes prior to the meeting and at the meeting itself.

Appointment of auditors

The directors have decided to recommend the appointment of PricewaterhouseCoopers LLP as auditors of the Company in place of Moore Stephens LLP who after many years service to the Company are not offering themselves for re-election. This decision forms part of the strategic changes to the T.Clarke Group structure which will involve the Company's auditors becoming auditors to each of the Group's companies with all the consequent benefits resulting from a uniform approach throughout the Group to the ever important audit function. The directors express their thanks to Moore Stephens LLP for their many years of loyal service to the Group.

Final dividend

Shareholders are being asked to approve a final dividend of 4.25p per ordinary share for the year ended 31st December 2010. Subject to shareholder approval the final dividend will be paid on 20th May 2011 to shareholders who were on the register of members on 26th April 2011.

Recommendation

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its members as a whole and that they are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely



Russell Race
Chairman

T.CLARKE PLC

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REGISTERED IN ENGLAND
NO. 119351

Ordinary resolutions

Notice is hereby given that the Annual General Meeting ("AGM") of T.Clarke plc ("the Company") will be held at:

**The Riverside Room, Savoy Place,
2 Savoy Place, London, WC2R 0BL
on Friday 13th May 2010 at 12 noon.**

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 15 will be proposed as special resolutions.

Ordinary resolutions

1. That the audited Financial Statements for the year ended 31st December 2010 as set out on pages 53 to 107 of the T.Clarke Review and Financial Statements 2010 be approved together with the directors' and auditors' reports thereon.
2. That the Remuneration Report for the year ended 31st December 2010 as set out on pages 48 to 50 of the T.Clarke Review and Financial Statements 2010 be approved.
3. That the payment of a final dividend of 4.25p per ordinary share in respect of the year ended 31st December 2010, as recommended by the directors, be approved.
4. That Mr. R.J. Race, having served more than nine years on the board and in order to comply with paragraph A.7.2 of the Combined Code, is to retire on an annual basis and being eligible be re-elected a non-executive director of the Company.

Biography:

Mr. R.J. Race has a BA Honours degree in economics and joined the City stockbrokers, Hoare Govett, in 1970. He remained with Hoare Govett until 1997, and was latterly employed as a corporate finance director. He now acts as non-executive director to several companies. Mr. Race is the chairman of the Chatham Maritime Trust; is on the Court of Assistants, Rochester Bridge Trust and Glaziers Company; is a trustee of the Rochester Mathematical School and is a Court Chairman for North Kent Magistrates. Mr. Race has been a non-executive director of T.Clarke since 1998 and was appointed non-executive chairman in 2000.

Proposal for Re-election:

The board has undertaken a due diligence exercise and concluded that Mr. Race has no other relationship with the T.Clarke Group other than his non-executive directorship and has no dependence on that appointment. He is therefore able to exercise independent judgement in his duties as a director. Having satisfied itself of Mr. Race's independence the board recommends his re-election as a non-executive director. The board has conducted a performance evaluation for Mr. Race. His performance continues to be effective while demonstrating commitment to the role.

5. That Mr. M. Lawrence who is to retire by rotation in accordance with the Company's articles of association, being eligible, be re-elected a director of the Company.

Biography:

Mr. M. Lawrence joined T.Clarke plc as an electrical apprentice in 1985 and qualified as an electrical engineer in 1989. He was made technical director in 1997 and was appointed an executive director in 2003 and managing director (London operations) in 2007, and was appointed Chief Executive of the Group from 1st January 2010.

Proposal for Re-election:

The board has conducted a performance evaluation for Mr Lawrence. His performance continues to be effective while demonstrating commitment to the role.

6. That Mr. R.H. Campbell who is to retire by rotation in accordance with the Company's articles of association, being eligible, be re-elected a non-executive director of the Company.

Biography:

Mr. R.H. Campbell qualified as a Chartered Engineer and held various roles at Sir Robert McAlpine and Ove Arup & Partners prior to joining Waterman Group plc in 1970. Mr. Campbell was appointed partner in 1985 and Managing Director in 1988 on the incorporation of Waterman Group plc.

Proposal for Re-election:

The board has conducted a performance evaluation for Mr. R.H. Campbell. His performance continues to be effective while demonstrating commitment to the role.

7. That Mr. M.R. Walton is elected a director in accordance with article number one hundred and six of the Company's articles of association.

Biography:

Mr. M.R. Walton has a first class honours degree in Accounting and Finance from the London School of Economics. He trained and qualified as a Chartered Accountant with KPMG, with whom he held various roles. Prior to joining T.Clarke plc, Mr. Walton was a Senior Manager at BDO Stoy Haward LLP. He joined T.Clarke plc in 2007 as Group Financial Controller and was appointed as Finance Director on 21st October 2010.

Proposal for Election:

Mr. M.R. Walton has nearly 20 years of experience working with major PLCs in the sector and has a detailed knowledge of the industry. Since joining T.Clarke plc, Mr. M.R. Walton has developed a sound understanding of the business and has played a major role in improving the group's financial controls and reporting structure.

The board recommends Mr. M.R. Walton's election as an executive director.

- 8. That the T.Clarke plc Long-Term Share Incentive Plan ("the Plan"), a summary of the principal provisions of which is set out in Appendix 1 to this Notice, be and is hereby approved and the directors be and are hereby authorised to do all acts and things necessary to carry the Plan into effect; and that, insofar as is necessary, the Articles of Association of the Company be relaxed so that each director may be counted in a quorum and authorised to vote on any matter arising in connection with the Plan, save in respect of his own individual participation in the Plan.**
- 9. That the T.Clarke plc Employee Share Ownership Trust ("the Trust"), a summary of the principal provisions of which is set out in Appendix 2 to this Notice, be and is hereby approved and the directors be and are hereby authorised to do all acts and things necessary to carry the Trust into effect; and that, insofar as is necessary, the Articles of Association of the Company be relaxed so that each director may be counted in a quorum and authorised to vote on any matter arising in connection with the Trust, save in respect of his own individual participation in the Trust.**
- 10. That the T.Clarke plc Save As You Earn Share Option Scheme ("the Scheme"), a summary of the principal provisions of which is set out in Appendix 3 to this Notice be and is hereby approved and the directors be and are hereby authorised to do all acts and things necessary to carry the Scheme into effect; and that, insofar as is necessary, the Articles of Association of the Company be relaxed so that each director may be counted in a quorum and authorised to vote on any matter arising in connection with the Scheme, save in respect of his own individual participation in the Scheme.**
- 11. That PricewaterhouseCoopers LLP Chartered Accountants, be appointed auditors to the Company.**
- 12. That the directors be authorised to fix the auditors' remuneration.**

Special resolutions

Ordinary resolutions continued

- 13. That the directors be and are hereby generally and unconditionally authorised, in place of any such authorities previously granted, all of which are hereby revoked and cancelled to the extent of not previously utilised, to exercise all powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company in accordance with Section 551 of the Companies Act 2006 up to an aggregate nominal amount of £860,020 provided that this authority shall expire at the close of the next annual general meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.**

Section 551 of the Companies Act 2006 provides that the directors of a company cannot issue new shares in its capital without the approval of the shareholders. Accordingly, the purpose of this resolution is to give the directors of the Company authority to issue new shares in the capital of the Company up to a maximum amount of £860,020 (being the lower of the unissued share capital and 30% of the issued share capital) which is approximately equivalent to 20% of the issued ordinary share capital of the Company as at 4th April 2011. This resolution will allow the directors of the Company flexibility to act in the best interests of the Company and its shareholders by issuing new shares in appropriate circumstances, although the directors have no present intention to exercise the authority. The number of treasury shares held by the Company as at the date of this notice is nil. The directors intend to seek renewal of the authority and powers set out in resolution 13 at each AGM.

Special resolutions

- 14. That subject to the passing of resolution 13, the directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006 as if Section 561 of the Companies Act 2006 did not apply to any such allotment) provided that this power shall be limited:**
- (i) to the allotment of equity securities in connection with a rights or capitalisation 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 members' numbers of ordinary shares held by them but subject to such exclusions as the directors may consider appropriate to deal with fractional entitlements of holders of the shares or legal or practical problems in or under the laws of any territory outside the United Kingdom or any regulatory body or stock exchange; and**
 - (ii) to the allotment (otherwise than pursuant to subparagraph (i) above) of equity securities up to an aggregate nominal value of £206,999 (being 5 per cent of the issued share capital of the Company). The power granted by this resolution shall expire at the close of the next annual general meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted in pursuance of such offer or agreement as if the power conferred hereby had not expired and further provided that this power shall be in substitution for any previous power granted to the directors; provided that Sections 560 and 574 of the Companies Act 2006 apply for the interpretation of this resolution.**

If shares are to be allotted by the Company, Section 561 of the Companies Act 2006 requires that except to the extent disapplied by shareholders, those shares be offered first to existing shareholders in proportion to their shareholdings. However it may sometimes be in the interest of the Company for the directors to have greater flexibility. This

resolution would allow the directors to allot shares by way of a rights issue or bonus or capitalisation issue and further to allot shares up to an aggregate nominal value of £206,999 being 5% of the Company's issued share capital as at the date of this notice. The authorities sought and the limit set by this resolution will also apply to any sale or transfer of treasury shares. The directors consider it prudent to have the flexibility to buy back shares into treasury and to be able to subsequently sell or transfer them if appropriate. This will enable them to act on short notice in appropriate circumstances should that be in the best interest of the Company. The directors intend to seek renewal of the authority and powers set out in resolution 14 at each AGM.

15. That pursuant to Article 49 of the Articles of Association of the Company but notwithstanding Article 49 (C), the Company is generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 10p each in the capital of the Company ('Ordinary Shares') provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 4,139,980 (representing 10% of the Company's issued Ordinary Share capital);**
- (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 10p;**
- (c) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share derived from the London Stock Exchange Daily Official List for the 10 business days immediately preceding the date on which such Ordinary Share is contracted to be purchased;**
- (d) unless previously renewed, varied or revoked, the authority conferred shall expire at the close of the next annual general meeting of the Company or twelve months from the date of this resolution, if earlier; and**

(e) the Company may make a contract for the purchase of Ordinary Shares under this authority before the expiry of this authority which would or might require to be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of such a contract as if such authority had not expired.

This resolution seeks authority for the Company to buy back its own shares in a manner consistent with the Articles of Association.

This resolution would be limited to 4,139,980 shares representing 10% of the Company's issued share capital. The minimum and maximum prices to be paid for the shares are stated in the resolution. Any shares purchased in this way may be cancelled and the number of shares in issue would be reduced accordingly, or they may be held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under any Employees' Share Schemes from time to time. The directors consider it prudent to have the flexibility to buy back shares into treasury and to be able to subsequently sell or transfer them if appropriate, if the transaction were to increase the earnings per share and be in the best interests of shareholders generally. The purchase of shares by the Company under this authority would be effected by purchase in the market. It should not be confused with any share dealing facilities that may be offered to shareholders by the Company from time to time. The directors intend to seek renewal of the authority and powers set out in resolution 15 at each AGM.

By order of the Board

Martin Walton

Company Secretary
T.Clarke plc
Stanhope House,
116-118 Walworth Road,
London, SE17 1JY

4th April 2011

Appendices

Appendix 1

Summary of the principal terms of the proposed T.Clarke plc Equity Incentive Plan ('the Plan')

1. General

The operation of the Plan will be supervised by the Company's Remuneration Committee, comprised of directors, all of whom are non-executive directors. Benefits under the Plan are not transferable (except on death) and are not pensionable.

2. Eligibility

All employees, including full-time executive directors, of the Company and its subsidiaries, will be eligible to participate in the Plan at the discretion of the Remuneration Committee.

3. Nature of awards

The various parts of the Plan contain the necessary provisions relating to the making of awards in the form of approved options (the rights to acquire shares which are intended to qualify for exemption from the usual income tax and national insurance contributions on exercise for UK taxpayers), unapproved options (rights to acquire shares which would not qualify for any favourable UK tax treatment), conditional awards of shares (awards that provide for shares to be received once performance conditions are satisfied) and matching awards of shares (awards of shares to match an investment in shares made in respect of bonuses deferred by participants).

4. Grants of options and awards of shares

Awards may be made during the six-week periods after adoption of the Plan and after the announcement of the Company's interim or final financial results. The Remuneration Committee or the trustees of an employee share ownership trust (on the recommendation of the Remuneration Committee) may make awards. The Remuneration Committee may grant options or make awards of shares at other times under exceptional circumstances.

No award may be made more than ten years after the date on which the Plan is approved by shareholders.

5. Plan limits

The total number of shares issued or made issuable pursuant to the Plan, when aggregated with the total number of shares issued or made issuable pursuant to any other employees' share scheme in the ten years immediately preceding the date upon

which an award is made, shall not exceed ten per cent of the Company's issued shares at the date of grant.

6. Limits on participation by employees

The maximum number of shares over which a participant may be granted options and/or conditional awards in any year will be limited to shares with a market value of 100% of the participant's basic salary.

An individual will be permitted to hold approved options with an aggregate exercise price not exceeding the relevant statutory limit (currently £30,000).

The maximum number of shares in respect of which a participant may be made a matching award in any year will be limited to shares with a market value equal to the value of shares acquired with any bonus foregone.

7. Exercise and vesting

Subject to satisfaction of the defined performance conditions, an option will normally be exercisable between the third and tenth anniversaries of the date of grant and an award of shares will normally vest on the third anniversary of the award date.

Options may be exercised early and awards of shares may vest early in the event of a change of control, amalgamation, reconstruction or voluntary winding up of the Company and, ordinarily, in the event of a demerger, if the Remuneration Committee so decides.

Except as provided below, awards lapse on termination of employment with the Group, unless the Remuneration Committee determines otherwise, in which case the Remuneration Committee may determine the date on which such awards vest, the proportion of the award which vests and the performance conditions, if any, which must be met beforehand.

Where an option or award vests early, the Remuneration Committee will take into account the proportion of the performance period that has expired and the extent to which the performance conditions have been met when determining the level of vesting.

Approved options may automatically be exercised early in the event that the participant ceases employment by reason of death outside the terms set out above.

8. Performance conditions

Options and awards of shares (including matching awards of shares) shall be made subject to objective performance conditions which must be satisfied before the participant has a right to exercise an option or before an award of shares vests.

The Remuneration Committee will have discretion to change a performance condition if events happen that make it fair and reasonable to do so, but not so as to make, in the opinion of the Remuneration Committee, the performance condition easier or more difficult to satisfy than when the option was granted or the award of shares was made.

At present, it is intended that the performance conditions will be based on the Company's earnings per share (EPS) and it is intended that the initial awards will vest only if the Company's earnings per share exceeds growth in RPI as shown in the table below. Performance will be measured over three financial years with the base year being the financial year preceding the date of grant.

Performance conditions	
Annual growth in EPS above RPI	Proportion of award vesting
Less than 3%	Nil
3%	25%
Between 3% and 10%	Between 25% and 100% on a straight line basis
Above 10%	100%

To the extent that the performance condition has not been met after three years, the award will be forfeited.

The Remuneration Committee may set different performance conditions for grants of options and conditional awards of shares in different years.

9. Issue of shares

The rules permit options and awards to be satisfied on exercise or vesting by new issue shares, treasury shares or by the transfer of shares by the trustees of an employee share ownership trust used in connection with the Plan. The Company can transfer the employer's National Insurance Contributions liability arising in respect of the exercise of options and vesting of awards of shares.

Shares transferred or allotted will, upon the holder's name being entered on the Company's register of members, rank *pari passu* with the then issued shares (save for any entitlements accruing to shares by reference to a record date preceding the date of entry on the register of members).

The Company will apply for admission to the Official List of the UK Listing Authority, and to trading on the London Stock Exchange's market for listed securities, for new shares to be allotted.

10. Capital re-organisation

If the share capital of the Company is varied on a capitalisation issue, rights issue or sub-division, consolidation or reduction of capital, the Remuneration Committee may adjust the number of shares comprised in each award and/or the price to be paid for them.

11. Amendments

The Remuneration Committee may amend the Plan provided that:

- (a) no amendments may adversely affect a participant as regards awards granted before the date of amendment without the consent of the holders of 75% of the shares then subject to awards; and
- (b) provisions relating to eligible employees, the limits on the number of shares which may be utilised under the Plan, the maximum entitlement of any participant and the basis on which awards may be adjusted may not be altered to the advantage of participants without the prior agreement of the Company in general meeting (except for minor amendments to benefit the administration of the Plan, to take account of changes in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for the Company or for subsidiaries of the Company).

Appendix 2

Summary of the principal terms of the proposed T.Clarke plc employee share ownership trust ('the Trust')

1. Constitution

The Trust deed will be made between the Company and independent trustees in the Channel Islands.

2. Beneficiaries

All employees and former employees of the Company and its subsidiaries (including executive directors) will be eligible to benefit under the Trust. The trustees will select which of the eligible beneficiaries are to receive awards but they will seek recommendations from the Remuneration Committee.

Benefits received from the Trust will not be pensionable.

Appendices continued

3. Trustees

There shall always be either one corporate trustee or at least two individual trustees. The Remuneration Committee shall have the power to appoint and remove the trustees. A trustee may retire or resign on giving three months' written notice.

4. Trustees' powers

The trustees will have the power to borrow money from the Company or from third parties or to accept gifts from the Company. They will have the power to use the money to buy and subscribe for shares, to make awards of shares and grant options over shares, to satisfy awards of shares or options granted by the Company and to use the Trust fund to pay expenses of operating the trust.

5. Limits on the number of shares

The total number of shares for which the trustees may subscribe, when aggregated with the total number of shares issued pursuant to share awards or made issuable pursuant to options granted under any employees' share scheme in the ten years immediately preceding the date upon which the trustees subscribe, shall not exceed ten per cent of the Company's issued shares at that date.

The total number of shares which the trustees may hold (and which are not allocated to specific awards) at any time, shall not exceed five per cent of the Company's issued shares.

6. Amendment

The Company and the trustees may enter into deeds to amend the Trust provided that provisions relating to eligible employees and the limits on the number of shares which may be allotted to or held by the Trust may not be adjusted to the benefit of participants without the prior agreement of the Company in general meeting (except for minor amendments to benefit the administration of the Trust, to take account of changes in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for the Company or for subsidiaries of the Company).

Appendix 3

Summary of the principal terms of the proposed T.Clarke plc Savings Related Share Option Scheme ('the Scheme')

1. General

The operation of the Scheme will be supervised by the Board of Directors of the Company. Benefits under the Scheme are not transferable (except on death) and are not pensionable.

2. Eligibility

All UK employees and full-time directors of the Company and its participating subsidiaries who have at least six months of continuous service at the relevant date of invitation will be eligible to participate in the Scheme ('Qualifying Employees'). For the purposes of the Scheme, full-time directors must be contracted to work at least 25 hours per week (excluding meal breaks).

3. SAYE contract

A qualifying employee who applies for an option under the Scheme must also enter into an approved save as you earn contract ('SAYE Contract'). Under the SAYE Contract the employee will agree to make monthly contributions of a fixed amount not less than (currently) £5 per month and not exceeding (currently) £250 per month. The SAYE Contract will run for a period of three or five years. After this three or five year period the employee may use part or all of the proceeds to acquire the shares under his option. Alternatively, he may take the proceeds in cash.

4. Invitations to apply for options

The board will invite every qualifying employee to apply for the grant of options. The first invitations can be made within a 42 day period following formal approval of the Scheme by the HMRC. The board may make further invitations during the six week periods following the announcement of the Company's interim or final financial results. The board or the trustees of an employee share ownership trust (on the recommendation of the board) may make awards. The board may invite employees to apply for the grant of options at other times under exceptional circumstances.

5. Scheme limits

The total number of shares which may be issued or made issuable pursuant to the Scheme, when aggregated with the total number of shares issued or made issuable pursuant to any other employees' share scheme established by the Company in the ten

years immediately preceding the date upon which an invitation is made, shall not exceed ten per cent of the Company's issued shares at the date of grant.

Before inviting applications for options from qualifying employees, the board may fix the maximum number of shares over which options may be granted in any year.

6. Option price

No sum is payable on the grant of an option. The amount per share payable on exercise of an option will be determined by the board, but will be:

- a) in the case of an option to subscribe, not less than the greater of the nominal value of such shares and 80% of its market value; and
- b) in any other case not less than 80% of its market value.

7. Grant of options

At the end of the invitation period, the board will generally grant options to those qualifying employees who have applied to participate and who are still in employment. The aggregate amount payable on exercise of an option in full will be equal to (but may not exceed) the anticipated proceeds of the linked SAYE Contract. Applications will be scaled down in the event of over subscription.

8. Exercise of options

In normal circumstances options will be exercisable within a period of six months commencing on the date of maturity of the participant's SAYE Contract (that is, after three or five years).

In certain circumstances (such as injury, disability, redundancy or on reaching age 60) upon the employment of a participant terminating, his option may nevertheless be exercised within six months after termination. In such circumstances, however, the participant will only be able to exercise his options over shares with a maximum total subscription price equal to the contributions made and bonus or interest (if any) receivable under his SAYE Contract to the date of exercise.

If a participant dies his personal representatives will have the right to exercise the participant's option within a period of 12 months following his death or, if he dies within six months of the date on which the SAYE Contract matures, during the 12 months following that date.

Special rules apply to the exercise of options in the event of a takeover, scheme of reconstruction or arrangement or voluntary winding up, which may result in an option being exercised within six months of the date of takeover, scheme of reconstruction or voluntary winding up.

The Scheme permits an exchange of options on a takeover, merger or reconstruction where the replacement of options

are, broadly, on the same terms as the old options, which may prevent the need for early exercise of options in these circumstances.

Options not exercised in circumstances referred to above will lapse.

9. Status of Option Shares

Shares transferred or allotted will, upon the holder's name being entered on the Company's register of members, rank *pari passu* with the then issued shares (save for any entitlements accruing to shares by reference to a record date preceding the date of entry on the register of members).

The Company will apply for admission to the Official List of the UK Listing Authority, and to trading on the London Stock Exchange's market for listed securities, for new shares to be allotted.

10. Variations of Capital

If the share capital of the Company is varied on a capitalisation issue, rights issue or sub-division, consolidation or reduction of capital, the board may adjust the number of shares comprised in each award and/or the price to be paid for them.

11. Alterations to the Scheme

The board has power to amend the Scheme, but no amendment may be made which would adversely affect any rights which have been acquired by participants who already hold options without their prior consent, and no alteration to a key feature can be made without the prior consent of HMRC.

Provisions relating to scheme employees, the limits on the number of shares which may be utilised under the Scheme, the maximum entitlement of any participant and the basis on which awards may be adjusted may not be altered to the advantage of participants without the prior agreement of the Company in general meeting (except for minor amendments to benefit the administration of the Scheme, to take account of changes in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for the Company or for subsidiaries of the Company).

The board may make any amendments to the Scheme required by HMRC as a condition of their approval of the Scheme as an approved savings related share option scheme pursuant to the provisions of the Income Tax (Earnings and Pensions) Act 2003.

12. Termination

The Scheme may be terminated at any time by resolution of the board and will in any event terminate on the tenth anniversary of the date the Scheme commences. Termination will not affect the outstanding rights of any participant.

Notes to the notice of Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 6.00 pm on Wednesday 11th May 2011; or,
 - if the AGM is adjourned, at 6.00pm on the day two working days prior to the adjourned meeting, shall be entitled to attend and vote at the AGM.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a proxy form with this notice of the AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.
4. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please refer to the proxy form Explanatory Notes.

6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold your vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Capita Registrars at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
- received by Capita Registrars no later than 12 noon on Wednesday 11th May 2011.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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 made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID - RA10) by Wednesday 11th May 2011 at 12 noon. 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 by enquiry to CREST in the manner prescribed by CREST.

After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. For further information on CREST procedures, limitations and systems timings, please refer to the CREST Manual. In all cases, for a proxy form to be valid, the CREST Voting Service information must be received by the Company's registrars no later than 48 hours before the time appointed for the holding of the AGM.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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 service 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 Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Registrars at PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars at PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

Notes continued

The revocation notice must be received by Capita Registrars no later than 12 noon on 11th May 2011.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

Corporate representatives

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares.

Issued shares and total voting rights

13. As at 12 noon on 4th April 2011 the Company's issued share capital comprised 41,399,795 ordinary shares of 10p each. Each ordinary share carries the right to one vote at a general meeting of the Company and therefore, the total number of voting rights in the Company as at 12 noon on 4th April 2011 is 41,399,795.

Questions at the AGM

14. Under Section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the AGM unless:
 - answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Website publication of audit concerns

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 AGM and holding at least 5% of total voting rights of the Company; or
- at least 100 members having a right to vote at the AGM 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 members propose to raise at the AGM relating to the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM.

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 AGM.

A member wishing to request publication of such a statement on the Company's website must send the request to the Company using one of the following methods:

- in hard copy form addressed to The Company Secretary at T.Clarke plc, Stanhope House, 116-118 Walworth Road, London, SE17 1JY - the request must be signed by you and please quote your investor code in the letter for authentication purposes - this can be found on your dividend tax voucher, your share certificate or on your proxy voting form;
- by e-mail to audit.concerns@tclarke.co.uk (please quote your investor code in the email for authentication purposes). This can be found on your dividend tax voucher, your share certificate or on your proxy voting form.

Whichever form of communication is chosen, 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 AGM.

Nominated persons

16. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (Nominated Person):

You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (Relevant Member) to be appointed or to have someone else appointed as a proxy for the AGM.

If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.

Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Documents on display

17. The following documents will be available for inspection on weekdays (public holidays excepted) during normal business hours at T.Clarke plc, Stanhope House, 116-118 Walworth Road, London, SE17 1JY from 4th April 2011 until 13th May 2011 and at the AGM venue for at least 15 minutes prior to and during the AGM:
- copies of the service contracts of executive directors of the Company;
 - copies of the letters of appointment of the non-executive directors of the Company; and

- a copy of the articles of association of the Company.

In addition, the rules of the long-term equity incentive plan and the Save As You Earn Share Option Scheme and the draft trust deed for the employee trust will be available for inspection at the Company's registered office and at Hamblins LLP, Roxburghe House, 273-287 Regent Street, London, W1B 2AD during normal business hours on any weekday (excluding any public holidays) until the date of the Annual General Meeting. Copies of the draft rules will also be available for inspection for 15 minutes prior to the meeting and at the meeting itself.

Communication

18. Except as provided above, members who have general queries about the AGM should call our shareholder helpline on 0871 664 0300 if calling within the United Kingdom or +44 20 8639 3399 if calling from outside the United Kingdom. Lines are open 8:30am - 5:30pm Mon-Fri. Calls to the helpline from within the United Kingdom cost 10 pence per minute (including VAT) from a BT landline. Other service providers' costs may vary. Calls to the helpline from outside the United Kingdom will be charged at applicable international rates. Calls may be recorded and monitored for security and training purposes; no other methods of communication will be accepted.

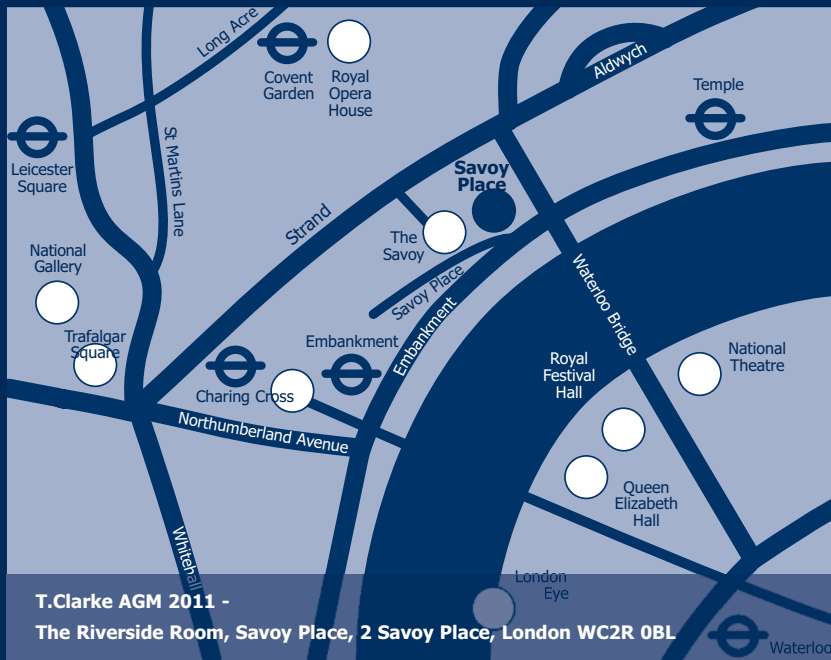
You may not use any electronic address provided either:

- in this notice of the AGM; or
- any related documents (including the Chairman's letter and proxy form)

to communicate with the Company for any purposes other than those expressly stated.

Website giving information regarding the AGM

19. Information regarding the AGM, including the information required by Section 311A of the Companies Act 2006 is available from www.tclarke.co.uk



T.Clarke

BUILDING SERVICES GROUP

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