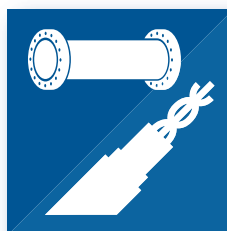
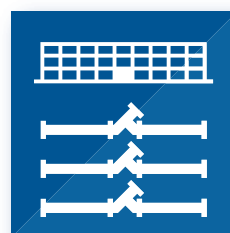
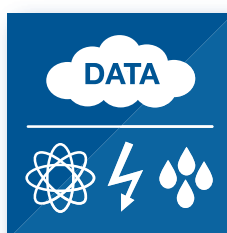


TClarke

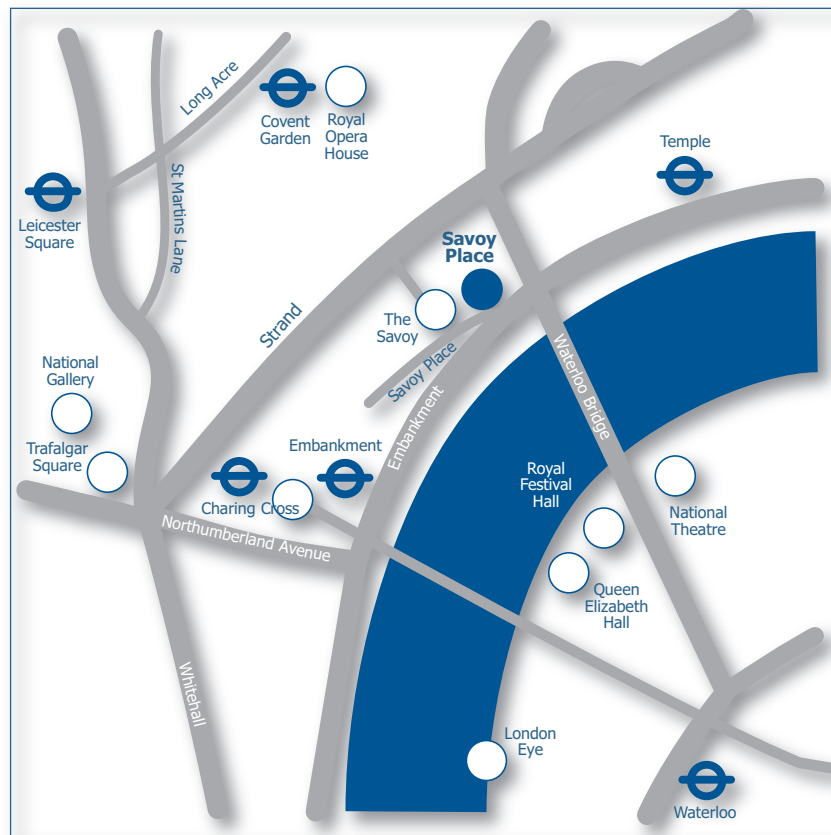
Notice of the 100th TClarke Annual General Meeting 12 noon on Friday 11th May 2012



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 TClarke 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.



TClarke AGM venue 2012

The Riverside Room, Savoy Place, 2 Savoy Place, London WC2R 0BL

Letter from the Chairman

TClarke

4th April 2012

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 TClarke plc ('the Company,') which will be held in **The Riverside Room, Savoy Place, 2 Savoy Place, London, WC2R 0BL at 12 noon on Friday 11th May 2012.**

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 9th May 2012 in order to count towards the vote.

Final dividend

Shareholders are being asked to approve a final dividend of 2.00p per ordinary share for the year ended 31st December 2011. Subject to shareholder approval the final dividend will be paid on 18th May 2012 to shareholders who were on the register of members on 20th April 2012.

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

TClarke plc

Registered and Head Office:
45 Moorfields
London EC2Y 9AE

Telephone: 020 7997 7400
Website: www.tclarke.co.uk
Email: info@tclarke.co.uk
Registered in England
No. 119351

Notice of Annual General Meeting 11th May 2012

Ordinary resolutions

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

**The Riverside Room, Savoy Place,
2 Savoy Place, London, WC2R 0BL
on Friday 11th May 2012 at 12 noon.**

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 11 will be proposed as special resolutions.

Ordinary resolutions

1. **That the audited Financial Statements for the year ended 31st December 2011 as set out on pages 33 to 87 of the TClarke Review and Financial Statements 2011 be approved together with the directors' and auditors' reports thereon.**
2. **That the Remuneration Report for the year ended 31st December 2011 as set out on pages 26 to 29 of the TClarke Review and Financial Statements 2011 be approved.**
3. **That the payment of a final dividend of 2.00p per ordinary share in respect of the year ended 31st December 2011, as recommended by the directors, be approved.**
4. **That Mr. R.J. Race, having served more than ten years on the board and in order to comply with paragraph B.1.1 of the UK Corporate Governance 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 TClarke 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 TClarke 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. I. McCusker 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. I. McCusker is a chartered accountant. He was a former partner at Coopers & Lybrand (now PricewaterhouseCoopers) until 1994. He has held Managing Principal and Director positions with Unisys and Xerox respectively, and was Managing Director of the Association of Chartered Certified Accountants from 2004 to 2007. He was appointed as a non-executive director of TClarke plc in 2009.

Proposal for Re-election:

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

- 6. That Mr. M.C. Crowder, 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.C. Crowder joined TClarke as an electrician in 1987 and qualified as an electrical engineer in 1990. He was made a technical director in 1999 and was appointed as an executive director of TClarke in 2007. Mr. Crowder was responsible for the London Operations, reporting to Mark Lawrence, from 2007 to 2009 and was appointed Managing Director from 1st January 2010.

Proposal for Re-election:

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

- 7. That PricewaterhouseCoopers LLP Chartered Accountants, be re-appointed as auditors to the Company.**
- 8. That the directors be authorised to fix the auditors' remuneration.**
- 9. 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 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 9 at each AGM.

Notice of Annual General Meeting 11th May 2012

Special resolutions

Special resolutions

10. That subject to the passing of resolution 9, 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 10 at each AGM.

11. 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 11 at each AGM.

By order of the Board

Martin Walton

Company Secretary

TCClarke plc

45 Moorfields

London

EC2Y 9AE

4th April 2012

Notice of Annual General Meeting 11th May 2012

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 9th May 2012; 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 9th May 2012.

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 9th May 2012 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.

Notice of Annual General Meeting 11th May 2012

Notes continued

The revocation notice must be received by Capita Registrars no later than 12 noon on 9th May 2012.

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 2012 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 2012 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 TClarke plc, 45 Moorfields, London EC2Y 9AE - 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 TClarke plc, 45 Moorfields, London EC2Y 9AE from 4th April 2012 until 9th May 2012 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 Hamllins 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

TClarke

TClarke plc
45 Moorfields
London EC2Y 9AE
020 7997 7400
www.tclarke.co.uk