

**Building innovation  
Building relationships  
Building services**

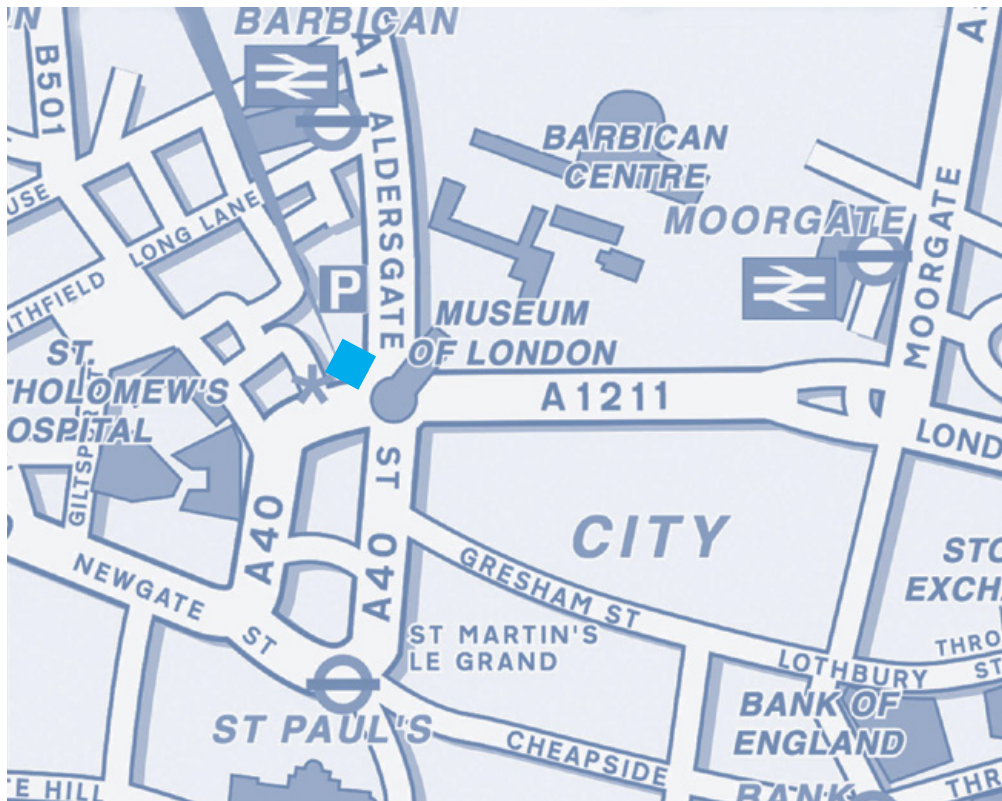


**Notice of the 102nd TClarke  
Annual General Meeting**  
10am on Friday 9th May 2014

**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.



**200 Aldersgate**  
**St Paul's**  
**London**  
**EC1A 4HD**

### Directions



#### **By Underground, St Paul's - Central line**

On exiting the station follow St Martin Le-Grand north towards Aldersgate Street and the Museum of London. When you arrive at the Museum of London roundabout the venue is located on the left. Look for the circular artwork in the window and go through the revolving doors.



#### **By Underground, Barbican - Circle, Metropolitan and Hammersmith & City lines**

On exiting the station turn right on to Aldersgate Street. Follow Aldersgate Street south towards London Wall and the Museum of London. As you arrive at the roundabout for Museum of London the venue is on the right. Cross over the zebra crossing and look for the circular artwork in the window and go through the revolving doors to reception.



#### **By Train**

Aldersgate is located near Moorgate and Farringdon railway stations, and is around a 10 minute walk from both.



#### **By Bus**

The closest bus stop is at the Museum of London and is served directly by the number 4 and 56. Other services also serve Barbican and St Pauls and the venue is a short walk from both these locations.



The nearest 'Boris Bike' docking stations are located directly outside 200 Aldersgate and adjacent to the Museum of London.



#### **Parking**

The closest car park is located next to the venue at 158-170 Aldersgate Street. Visit [www.ncp.co.uk](http://www.ncp.co.uk) for more details.

# TClarke

3rd April 2014

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 at **200 Aldersgate, St Paul's, London EC1A 4HD at 10am on Friday 9th May 2014.**

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 Asset Services as soon as possible. The proxy form must be received by 10am on Wednesday 7th May 2014 in order to count towards the vote.

## Final dividend

Shareholders are being asked to approve a final dividend of 2.10p per ordinary share for the year ended 31st December 2013. Subject to shareholder approval the final dividend will be paid on 16th May 2014 to shareholders who were on the register of members on 16th April 2014.

## Board changes

As has been previously announced, after a 16 year association with the Company I will be standing down as Chairman and as a director of TClarke plc at the close of the Annual General Meeting, and will not be offering myself for re-election. It is the Board's intention that David Henderson, who was appointed to the Board on 1st January 2014 and will be offering himself for election for the first time at the Annual General Meeting, will assume the Chairmanship after the Annual General Meeting. I wish him every success in his new role and trust that you will give him your full support.

## 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](http://www.tclarke.co.uk)  
Email: [info@tclarke.co.uk](mailto:info@tclarke.co.uk)  
Registered in England  
No. 119351

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

**200 Aldersgate, St Paul's,  
London EC1A 4HD  
on Friday 9th May 2014 at 10am.**

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 10 will be proposed as ordinary resolutions and resolutions 11 to 12 will be proposed as special resolutions.

## Ordinary resolutions

### Ordinary resolutions

- 1. That the audited financial statements for the year ended 31st December 2013 as set out on pages 68 to 116 of the TClarke Annual Report and Financial Statements 2013 be approved together with the directors' and auditors' reports thereon.**
- 2. That the Remuneration Policy set out on pages 48 to 52 of the Annual Report and Financial Statements 2013 be approved.**

New regulations came into force on 1st October 2013 which require the Company to offer shareholders a binding vote on the Company's forward-looking remuneration policy at least every three years. The Remuneration Policy is set out on pages 48 to 52 of Annual Report and Financial Statements 2013. The policy sets out the Company's future policy on directors' remuneration, including the setting of directors' basic pay, benefits, bonuses and long term incentives. Details on how the policy will be applied in practice for 2014 are set out in the Annual Report on Remuneration on pages 53 to 54 of the Annual Report and Financial Statements. If resolution 2 is approved the effective date of the policy will be 9th May 2014. Payments will continue to be paid to directors in line with existing contractual arrangements until that date. The policy remains consistent with that operated during the year ended 31st December 2013.

If the directors' remuneration policy is approved, all payments by the Company to the directors and any former directors (in their capacity as directors) will be made in accordance with the policy (unless a payment has separately been approved by a shareholder resolution). If the remuneration policy is approved and remains unchanged it will be valid for up to three financial years without new shareholder approval being required. If the Company wishes to change the Remuneration Policy it will need to put the revised policy to a vote again before it could be implemented.

- 3. That the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration for the year ended 31st December 2013 set out on pages 47 and 53 to 58 of the Annual Report and Financial Statements 2013 be approved.**

Resolution 3 seeks shareholder approval for the Annual Statement by the Chair of the Remuneration Committee on page 47 of the Annual Report and Financial Statements and the Annual Report on Remuneration on pages 53 to 58 of the Annual Report and Financial Statements. The Annual Report on Remuneration provides details of the implementation of the Company's current remuneration policy in terms of the payments and share awards made to the directors in connection with their performance and that of the Company during the year ended 31st December 2013. This vote is advisory and will not affect the way in which the policy has been implemented.

4. **That the payment of a final dividend of 2.10p per ordinary share in respect of the year ended 31st December 2013, as recommended by the directors, be approved.**
5. **That Mrs B.A. Stewart, having served more than nine years on the board and in order to comply with provision B7.1 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:

Mrs. B.A. Stewart has a degree in building economics and qualified as a Chartered Surveyor in 1988. She joined a national multi-disciplinary practice and became a partner before forming a new partnership, which she owns, in 1993. This practice provides building services, cost planning and asset management consultancy and has been involved in many high profile contracts. Mrs. Stewart was appointed as a non-executive director of TClarke in 2005.

#### Proposal for re-election:

The Board has conducted a performance evaluation for Mrs. Stewart. Her performance continues to be effective while demonstrating commitment to the role.

6. **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 TClarke 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.

7. **That Mr. D. Henderson is elected as non-executive director in accordance with article number one hundred and six of the Company's articles of association.**

#### Biography:

Mr D. Henderson is a qualified Chartered Accountant. He began his career specialising in personal tax and UK trusts and he has since held a number of senior roles with a range of companies in the financial services industry.

He joined the Board of Kleinwort Benson Group plc as Personnel Director in 1995. David was then appointed as Chief Executive of its private banking business in 1997. He subsequently moved to become Chairman in 2004 and remains a member of its Advisory Board.

From 2005 until 2010 he was a Director at the Association of Private Client Investment Managers (APCIMS). Between 2010 and 2012 he was a Director and Chairman of the Remuneration Committee at Cenkos Securities plc and between 2011 and 2013 a Senior Independent Director and Chairman of Audit Committee at Healthcare Locums plc.

David is currently a Non-Executive Director at a number of quoted and private companies, including Novae Group plc, Majedie Investments plc, Alder Investment Management, COIF Charity Funds and MM & K Limited.

#### Proposal for Election:

The Board considers that Mr D. Henderson has wide ranging experience and business acumen that will benefit the Company. The Board has undertaken a due diligence exercise and concluded that Mr. Henderson is free from any relationship with the executive management of TClarke plc that could materially interfere with the exercise of his independent judgement. Having satisfied itself of Mr. Henderson's independence, the Board recommends his election as non-executive director.

8. That PricewaterhouseCoopers LLP Chartered Accountants be re-appointed as auditors to the Company.
9. That the directors be authorised to fix the auditors' remuneration.
10. 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 £859,833 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 £859,833 (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 3rd April 2014. 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 10 at each AGM.

## Special resolutions

### Special resolutions

11. 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 £207,008 (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 £207,008 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 11 at each AGM.

**12. 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 4,140,167 (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 4,140,167 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 12 at each AGM.

By order of the Board

**Martin Walton**

Company Secretary  
TClarke plc  
45 Moorfields  
London  
EC2Y 9AE

3rd April 2014

## 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 7th May 2014; 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 Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF; and
- received by Capita Asset Services no later than 10am on Wednesday 7th May 2014.

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 7th May 2014 at 10am. 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 Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. 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 Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. 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.

The revocation notice must be received by Capita Asset Services no later than 10am on 7th May 2014.

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 3rd April 2014 the Company's issued share capital comprised 41,401,670 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 3rd April 2014 is 41,401,670.

### 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](mailto: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 3rd April 2014 until 9th May 2014 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.

### 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](http://www.tclarke.co.uk)

**TClarke plc**  
45 Moorfields  
London EC2Y 9AE  
020 7997 7400  
[www.tclarke.co.uk](http://www.tclarke.co.uk)

# TClarke