

If you plan to attend the AGM, please bring this card with you to the meeting and present it at shareholder registration.

**The Chairman of TClarke plc invites you to attend the Annual General Meeting of TClarke plc ('the Company') to be held at 200 Aldersgate, St Paul's, London EC1A 4HD on Friday 18th May 2018 at 10am.**

#### Kindly note:

This form is issued only to the addressee(s) and is specific to the unique designated account printed here. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. TClarke plc and Link Asset Services accept no liability for any instruction that does not comply with these conditions.

To be effective, all votes must be lodged at the office of Link Asset Services, addressed to:  
PXS1, 34 Beckenham Road, Kent BR3 4ZF  
by 10am on 16th May 2018.

#### Notice of availability:

**Notice of Annual General Meeting and Annual Report and Financial Statements 2017 documents**

Important - please read carefully.

You can now access the 2017 Annual Report and Financial Statements and Notice of Meeting by visiting the website:

<http://www.tclarke.co.uk/investor-relations>

If you wish to receive a paper copy of the Annual Report and Financial Statements 2017 please contact: Link Asset Services, 34 Beckenham Road, Kent BR3 4ZF

Please note the deadline for receiving proxies is 10am on 16th May 2018, 48 hours before the meeting.

Barcode:  
Signature of person attending  
Investor code:

## Form of Proxy TClarke plc Annual General Meeting to be held on 18th May 2018

Barcode:

I/We hereby appoint the Chairman of the meeting or the following person:

Investor code:

Event code:

☒ as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement (insert number of shares at\*) on my/our behalf at the Annual General Meeting of TClarke plc and at any adjourned meeting. I have indicated with an 'X' how I/we wish my/our vote to be cast on the following resolutions. Unless otherwise instructed the proxy may vote as he/she sees fit or abstain in relation to any business of the meeting. Please mark 'X' on the left if this Proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to Explanatory Note 2.

### Ordinary resolutions

Please mark 'X' to indicate how you wish to vote

	For	Against	Vote withheld
1 To receive and adopt the Annual Report and Financial Statements 2017	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2 To approve the Directors' Remuneration Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3 To approve the final dividend	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4 To re-elect Mr. T. Giddings as a Non-Executive Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5 To re-elect Mr. M. Lawrence as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6 To elect Mr. P. Maskell as a Non-Executive Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7 To elect Mr. T. Mitchell as a Director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8 To re-appoint PricewaterhouseCoopers LLP as auditors	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9 To authorise the Audit Committee to fix the auditors' remuneration	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

10 To make political donations not exceeding £10,000 in total	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
11 To authorise the Directors to allot securities in accordance with Section 551 of the Companies Act 2006	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

### Special resolutions

Please mark 'X' to indicate how you wish to vote

12 To authorise the Directors to allot shares and securities pursuant to Section 570 of the Companies Act 2006	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
13 To authorise the Directors to allot shares and securities pursuant to Section 570 of the Companies Act 2006 in relation to acquisitions or other capital investments	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
14 To authorise TClarke plc to make market purchases of its own ordinary shares	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
15 To authorise the calling of a general meeting of the Company (not being an annual general meeting) by notice of at least 14 clear days	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity

#### Intention to attend

Please mark 'X' if you wish to attend the AGM

Signature

Date



Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF

Explanatory Notes to Form of Proxy:

1. Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
  2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0871 664 0300, if calling from within the United Kingdom or +44 (0) 371 664 0300 if calling from outside the United Kingdom, or you may photocopy this form. Lines are open 9:00am - 5:30pm Mon to Fri.
  3. The 'Vote Withheld' option outside 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.
- Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by crossing the box provided if the proxy instruction is one of multiple instructions being given. All form(s) must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option outside 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.

4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on Wednesday 16th May 2018 or if the meeting is adjourned, two days prior to the adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. To appoint a proxy using the proxy form, the form must be completed and signed, sent or delivered to Link Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF and received by Link Asset Services no later than 10am on Wednesday 16th May 2018.
6. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number- RA10) not later than 10am on Wednesday 16th May 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in the Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. The address shown on the reverse of this card is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline, as per Note 2, to request a change of address form.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
9. For details how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of the Annual General Meeting.

