

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

The Chairman of Clarkson PLC invites you to attend the Annual General Meeting of the Company to be held at **St. Magnus House, 3 Lower Thames Street, London EC3R 6HE** on 11 May 2011 at **12.00 noon**.

Shareholder Reference Number

Form of Proxy - Annual General Meeting to be held on 11 May 2011



Cast your Proxy online 24/7...It's fast, easy and secure!
www.eproxyappointment.com

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

Control Number: 910670

SRN.

PIN.

To view the Annual Report online visit: **www.clarksons.com**

**To be effective, all proxy appointments must be lodged with the Company's registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 9 May 2011 at 12.00 noon.**

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the annual general meeting or any adjournment thereof (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 Registrar's helpline on 0870 707 1055 or you may photocopy this form. 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 ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
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 the day which is two days before the day of the 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 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 3RA50) not later than 48 hours before the time appointed for holding the meeting. 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 Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 1055 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
9. You may not use any electronic address provided in this Form of Proxy to communicate with the Company for any purposes other than those expressly stated.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Poll Card To be completed only at the AGM if a Poll is called.

Signature

Ordinary Resolutions		For	Against
1.	To receive the accounts of the Company for the financial year ended 31 December 2010, together with reports of the directors and the auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2.	To approve the directors' remuneration report for the year ended 31 December 2010.	<input type="checkbox"/>	<input type="checkbox"/>
3.	To declare a final dividend for 2010.	<input type="checkbox"/>	<input type="checkbox"/>
4.	To re-elect Mr P Wogan, who retires by rotation, as a non-executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
5.	To re-elect Mr J Morley, who retires by rotation, as a non-executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
6.	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid.	<input type="checkbox"/>	<input type="checkbox"/>
7.	To authorise the directors of the Company to agree the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>
8.	To authorise the directors to allot shares up to the specified amount.	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
9.	Special Resolution: To authorise the directors to allot shares (and sell treasury shares) for cash without making a pre-emptive offer to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>
10.	Special Resolution: To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>
11.	Special Resolution: That the holding of general meetings on not less than 14 clear days' notice be duly approved.	<input type="checkbox"/>	<input type="checkbox"/>

Form of Proxy

Please use a black pen. Mark with an X inside the box as shown in this example. I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s). as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Clarkson PLC to be held at St. Magnus House, 3 Lower Thames Street, London EC3R 6HE on 11 May 2011 at 12.00 noon, and at any adjourned meeting. * For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front). ☐ Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Ordinary Resolutions		For	Against	Vote Withheld
1.	To receive the accounts of the Company for the financial year ended 31 December 2010, together with reports of the directors and the auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To approve the directors' remuneration report for the year ended 31 December 2010.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To declare a final dividend for 2010.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To re-elect Mr P Wogan, who retires by rotation, as a non-executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To re-elect Mr J Morley, who retires by rotation, as a non-executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions		For	Against	Vote Withheld
7.	To authorise the directors of the Company to agree the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	To authorise the directors to allot shares up to the specified amount.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Special Resolution: To authorise the directors to allot shares (and sell treasury shares) for cash without making a pre-emptive offer to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Special Resolution: To authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	Special Resolution: That the holding of general meetings on not less than 14 clear days' notice be duly approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

Before signing, please refer to note 3 in the Notice of AGM. 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 (e.g. director, secretary).