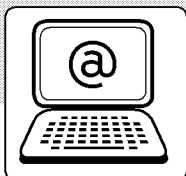


Form of Direction - Annual General Meeting to be held on 11 May 2012



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: 911101

SRN.

PIN.

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

**To be effective, all forms of direction must be lodged with the Company's registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 8 May 2012 at 12.00 noon.**

Explanatory Notes:

1. This Form of Direction has been issued in respect of the shares held for you within the Clarkson PLC Restricted Share Plan (the 'Plan') which are held severally in the names of Clarkson (Trustees) Limited and Praxis Trustees Limited (the 'Trustees').
2. Any alteration to this form must be initialled.
3. In accordance with the Rules of the Plan, participants in the Plan may direct the Trustee(s) to exercise the votes attaching to those Restricted Shares (if any) awarded to them in respect of deferred bonuses and may attend the annual general meeting or any adjournment thereof (the "meeting") by virtue of their interest in such Restricted Shares. Alternatively, such participants may attend and vote at the meeting in respect of the Restricted Shares awarded to them as a deferred bonus if they are appointed by the Trustee(s) to act as its/their proxy in respect of those Restricted Shares.
4. Participants may not direct the Trustee(s) to exercise the voting rights attaching to any other Restricted Shares in which they are beneficially interested during the Restricted Period (as defined in the Rules of the Plan), nor may they attend the meeting or appoint a proxy or be appointed as a proxy to attend and vote in respect of those Restricted Shares.
5. Please note that a 'Vote Withheld' has no legal effect and will count neither for nor against a resolution. If no voting instructions are received, the Trustees will not vote on your behalf.
6. If this Form of Direction is not returned, or if it is returned but completed incorrectly, unsigned or after the deadline stated below, your instructions will not be acted upon.
7. If you wish to attend the Annual General Meeting as a non-voting guest, then please bring the attached Attendance Card with you to the Meeting and present it at Shareholder registration.
8. You may not use any electronic address provided in this Form of Direction 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

Form of Direction



Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I would like the Trustees of the Ordinary Shares to Vote and act on my behalf in accordance with my instructions in respect of the Resolutions relating to the Annual General Meeting to be held at **St. Magnus House, 3 Lower Thames Street, London EC3R 6HE**, on 11 May 2012 at **12.00 noon**.

Ordinary Resolutions

	For	Against	Vote Withheld
1. To receive the accounts of the Company for the financial year ended 31 December 2011, together with the reports of the directors and of the auditors on those accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report for the year ended 31 December 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend for 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr J D Woyda, who retires by rotation, as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr E W Warner, 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"/>
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"/>

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"/>	<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"/>

Signature

Date

DD / MM / YY

In the case of joint shareholders, only one holder need sign. In the case of a corporation, the Form of Direction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

