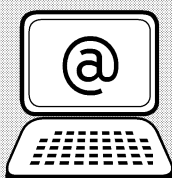


MR A SAMPLE
< DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

CANCELLED

Form of Direction - Annual General Meeting to be held on 9 May 2014



Cast your Direction online... It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

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

Control Number: 912100

SRN: C00000000000

PIN: 1245



View the Annual Report online: **www.clarksons.com**

Register at **www.investorcentre.co.uk** - elect for electronic communications & manage your shareholding online!

**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 6 May 2014 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 by virtue of their interest in such Restricted Shares. Alternatively, such participants may attend and vote at the Annual General 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 Annual General 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. 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 instructions that does not comply with these conditions.


All Named Holders

MR A SAMPLE
< Designation>
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

CANCELLED



Form of Direction

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



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C0000000000

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 EC3A 6HE**, on 9 May 2014 at **12.00 noon**.

Ordinary Business

- | | For | Against | Vote Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive the accounts of the Company for the financial year ended 31 December 2013, 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 receive and approve the annual statement by the chairman of the remuneration committee and the annual report on remuneration for the financial year ended 31 December 2013. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To receive and approve the directors' remuneration policy, such policy to take effect from immediately after the end of the AGM. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To declare a final dividend of 37 pence per ordinary share of 25 pence each in respect of the year ended 31 December 2013. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Mr J D Woyda who retires by rotation, as an executive director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. 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"/> |
| 7. To elect Mr P Backhouse as a non-executive director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. 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"/> |

- | | For | Against | Vote Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 9. To authorise the directors of the Company to agree the remuneration of the auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Business

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 10. To authorise the directors of the Company to allot shares up to a specified amount. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. Special Resolution: To authorise the directors of the Company 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"/> |
| 12. Special Resolution: To authorise the Company to purchase its own shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. Special Resolution: To approve the holding of a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To approve the increase of the aggregate maximum level of ordinary remuneration permitted to be paid to the non-executive directors of the Company per annum. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To approve the rules of the Clarkson 2014 Long Term Incentive Plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To approve the rules of the Clarkson 2014 Share Option Plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Date

CANCELLED

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.

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