

**Registered Number: 1190238**

**CLARKSON PLC**  
**(the 'Company')**

**Resolutions passed at the General Meeting held on 23 December 2014 at the offices of  
Nomura International plc, 1 Angel Lane, London, EC4R 3AB.**

The following resolutions were passed in relation to special business at the general meeting of the Company held on Tuesday 23 December 2014.

**1. ACQUISITION OF RS PLATOU ASA**

The Chairman proposed and IT WAS RESOLVED THAT:

- (i) the acquisition by the Company of the entire issued share capital of RS Platou ASA, on the terms and subject to the conditions of the Transaction Documents, and the associated and ancillary arrangements contemplated by the Transaction Documents be and is hereby approved and that the directors (or any duly constituted committee thereof) be and are hereby authorised to take all such steps as may be necessary, expedient or desirable in relation thereto, and to implement the same with such non material modifications, variations, revisions or amendments as they shall deem necessary, expedient or desirable; and
- (ii) in addition and without prejudice to all existing authorities conferred on the directors under section 551 of the Companies Act 2006 ("Act"), the directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Act, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount of £2,380,750 for the purposes of the Acquisition in accordance with the terms of the Share Purchase Agreement, provided that this authority shall expire on 31 March 2015, save that the Company shall be entitled to allot shares in connection with the Acquisition pursuant to the Share Purchase Agreement or any other agreement entered into in connection therewith prior to such expiry which would or might require shares to be allotted after such expiry and the directors shall be entitled to allot shares pursuant to any such agreement as if this authority had not expired.

**2. AUTHORITY TO ALLOT SHARES – *Amending Resolution***

The Chairman proposed and IT WAS RESOLVED THAT the wording of paragraph (ii) of Resolution 2, as contained in the Notice, be and is hereby amended by replacing the first word "*comprising*" with the words "*of such amount*" and replacing the words "*provided that they are offered*" with the words "*may only be offered*".

**2. AUTHORITY TO ALLOT SHARES**

The Chairman proposed and IT WAS RESOLVED THAT:

subject to and conditional upon the passing of Resolution 1 and Re-Admission (and in place of the authority granted pursuant to resolution 10 passed at the annual general meeting of the Company on 9 May 2014 which shall be revoked upon this Resolution becoming unconditional), the directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:

- (i) up to an aggregate nominal amount of £5,019,730; and
- (ii) of such amount, equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £2,509,865 may only be offered by way of a rights issue to holders of Ordinary Shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems arising under the laws of any territory or the requirements of any relevant regulatory body or stock exchange or any other matter,

provided that this authority shall expire on the date of the next annual general meeting of the Company, save that the Company shall be entitled to make offers or enter into agreements before the expiry of such authority which would or might require shares to be allotted after such expiry and the directors shall be entitled to allot shares pursuant to any such offer or agreement as if this authority had not expired and all unexercised authorities granted previously to the directors to allot shares under section 551 of the Act shall cease to have effect from Admission (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made or entered into prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

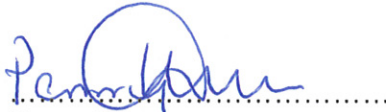
## **12. DIS-APPLICATION OF PRE-EMPTION RIGHTS (Special Resolution)**

The Chairman proposed and IT WAS RESOLVED THAT:

subject to and conditional upon the passing of Resolutions 1 and 2 and the Re-Admission (and in place of the authority granted pursuant to resolution 11 passed at the annual general meeting of the Company on 9 May 2014 which shall be revoked upon this Resolution becoming unconditional), the directors be and are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 2 above as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 2 above, by way of rights issue only) to or in favour of the holders of shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date(s), but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, treasury shares, record dates, shares represented by depositary receipts, legal or practical problems arising under the laws of any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities pursuant to the authority granted under Resolution 2 (i) above up to an maximum nominal amount of £376,517,

and shall expire on the expiry of the general authority conferred by Resolution 2 above unless previously renewed, varied or revoked by the Company in general meeting, save that the Company shall be entitled to make offers or enter into agreements before the expiry of such power which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors shall be entitled to allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired.



Penny Watson  
Company Secretary