



Clarkson PLC

Attendance Card

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

Additional Holders:

ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4

The Chairman of Clarkson PLC invites you to attend the Annual General Meeting of the Company to be held at **Commodity Quay, St Katharine Docks, London E1W 1BF** on **6 May 2016** at **12.00 noon**.

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

CANCELLED

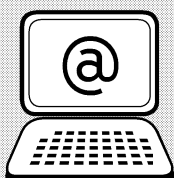
Shareholder Reference Number

C0000000000



Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 6 May 2016



Cast your Proxy 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: 913449

SRN: C0000000000

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 proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 4 May 2016 at 12.00 noon.

Explanatory Notes:

- 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 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 returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 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 marking 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.
- 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.
- 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.
- 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.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1055 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

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



Poll Card To be completed only at the Annual General Meeting if a Poll is called.

		For	Against	Vote Withheld		For	Against	Vote Withheld	
1.	To receive the accounts of the Company for the financial year ended 31 December 2015, together with the reports of the directors and auditors on those accounts.	☐	☐	☐	10.	To re-elect Mr Birger Nergaard who retires, as a non-executive director of the Company.	☐	☐	☐
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 2015.	☐	☐	☐	11.	To re-elect Mr Edmond Warner who retires, as a non-executive director of the Company.	☐	☐	☐
3.	To declare a final dividend of 40 pence per ordinary share of 25 pence each in respect of the financial year ended 31 December 2015.	☐	☐	☐	12.	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.	☐	☐	☐
4.	To re-elect Mr James Hughes-Hallett who retires, as a non-executive director of the Company.	☐	☐	☐	13.	To authorise the directors of the Company to agree the remuneration of the auditors.	☐	☐	☐
5.	To re-elect Mr Andrew Case who retires, as an executive director of the Company.	☐	☐	☐	14.	That pursuant to article 142 of the Company's articles of association, the maximum aggregate sum payable as ordinary remuneration to the non-executive directors shall be increased from £500,000 to £600,000 per annum with effect from the passing of this resolution.	☐	☐	☐
6.	To re-elect Mr Peter M. Anker who retires, as an executive director of the Company.	☐	☐	☐	15.	The directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company.	☐	☐	☐
7.	To re-elect Mr Jeffrey Woyda who retires, as an executive director of the Company.	☐	☐	☐	16.	Special Resolution: The directors be and are hereby generally empowered pursuant to Section 570 and Section 573 of the Companies Act 2006, subject to and conditional upon the passing of resolution 15 to allot equity securities for cash.	☐	☐	☐
8.	To re-elect Mr Peter Backhouse who retires, as a non-executive director of the Company.	☐	☐	☐	17.	Special Resolution: The Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases of its own shares.	☐	☐	☐
9.	To re-elect Mr James Morley who retires, as a non-executive director of the Company.	☐	☐	☐	18.	Special Resolution: To approve the holding of a general meeting of the Company, other than an AGM, on not less than 14 clear days' notice.	☐	☐	☐

Signature
In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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C0000000000



I/We hereby appoint the Chairman of the Annual General Meeting OR the person indicated in the box above 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 **Commodity Quay, St Katharine Docks, London E1W 1BF** on **6 May 2016 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 mark here to indicate that this proxy appointment is one of multiple appointments being made.

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



		For	Against	Vote Withheld		For	Against	Vote Withheld	
1.	To receive the accounts of the Company for the financial year ended 31 December 2015, together with the reports of the directors and auditors on those accounts.	☐	☐	☐	10.	To re-elect Mr Birger Nergaard who retires, as a non-executive director of the Company.	☐	☐	☐
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 2015.	☐	☐	☐	11.	To re-elect Mr Edmond Warner who retires, as a non-executive director of the Company.	☐	☐	☐
3.	To declare a final dividend of 40 pence per ordinary share of 25 pence each in respect of the financial year ended 31 December 2015.	☐	☐	☐	12.	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.	☐	☐	☐
4.	To re-elect Mr James Hughes-Hallett who retires, as a non-executive director of the Company.	☐	☐	☐	13.	To authorise the directors of the Company to agree the remuneration of the auditors.	☐	☐	☐
5.	To re-elect Mr Andrew Case who retires, as an executive director of the Company.	☐	☐	☐	14.	That pursuant to article 142 of the Company's articles of association, the maximum aggregate sum payable as ordinary remuneration to the non-executive directors shall be increased from £500,000 to £600,000 per annum with effect from the passing of this resolution.	☐	☐	☐
6.	To re-elect Mr Peter M. Anker who retires, as an executive director of the Company.	☐	☐	☐	15.	The directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company.	☐	☐	☐
7.	To re-elect Mr Jeffrey Woyda who retires, as an executive director of the Company.	☐	☐	☐	16.	Special Resolution: The directors be and are hereby generally empowered pursuant to Section 570 and Section 573 of the Companies Act 2006, subject to and conditional upon the passing of resolution 15 to allot equity securities for cash.	☐	☐	☐
8.	To re-elect Mr Peter Backhouse who retires, as a non-executive director of the Company.	☐	☐	☐	17.	Special Resolution: The Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases of its own shares.	☐	☐	☐
9.	To re-elect Mr James Morley who retires, as a non-executive director of the Company.	☐	☐	☐	18.	Special Resolution: To approve the holding of a general meeting of the Company, other than an AGM, on not less than 14 clear days' notice.	☐	☐	☐

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 Annual General Meeting.

Signature

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Date



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).





Clarkson PLC

Computershare

All Correspondence to:
Computershare Investor Services PLC
The Pavilions, Bridgwater Road,
Bristol, BS99 6ZY

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 6 May 2016



Cast your Direction online... **It's fast, easy and secure!**

www.investorcentre.co.uk/eproxy

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

Control Number: 913450

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 Road, Bristol BS99 6ZY by 3 May 2016 at 12.00 noon.**

Explanatory Notes:

1. This Form of Direction has been issued in respect of the Restricted Shares held for you within the Clarkson PLC 2014 Long Term Incentive Plan (the 'Plan') which are held severally in the name of 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.



C00000000000

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 **Commodity Quay, St Katharine Docks, London E1W 1LE** on **6 May 2016 at 12.00 noon**.

	For	Against	Withheld		For	Against	Withheld
1. To receive the accounts of the Company for the financial year ended 31 December 2015, together with the reports of the directors and auditors on those accounts.	☐	☐	☐	10. To re-elect Mr Birger Nergaard who retires, as a non-executive director of the Company.	☐	☐	☐
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 2015.	☐	☐	☐	11. To re-elect Mr Edmond Warner who retires, as a non-executive director of the Company.	☐	☐	☐
3. To declare a final dividend of 40 pence per ordinary share of 25 pence each in respect of the financial year ended 31 December 2015.	☐	☐	☐	12. 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.	☐	☐	☐
4. To re-elect Mr James Hughes-Hallett who retires, as a non-executive director of the Company.	☐	☐	☐	13. To authorise the directors of the Company to agree the remuneration of the auditors.	☐	☐	☐
5. To re-elect Mr Andrew Case who retires, as an executive director of the Company.	☐	☐	☐	14. That pursuant to article 142 of the Company's articles of association, the maximum aggregate sum payable as ordinary remuneration to the non-executive directors shall be increased from £500,000 to £600,000 per annum with effect from the passing of this resolution.	☐	☐	☐
6. To re-elect Mr Peter M. Anker who retires, as an executive director of the Company.	☐	☐	☐	15. The directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company.	☐	☐	☐
7. To re-elect Mr Jeffrey Woyda who retires, as an executive director of the Company.	☐	☐	☐	16. Special Resolution: The directors be and are hereby generally empowered pursuant to Section 570 and Section 573 of the Companies Act 2006, subject to and conditional upon the passing of resolution 15 to allot equity securities for cash.	☐	☐	☐
8. To re-elect Mr Peter Backhouse who retires, as a non-executive director of the Company.	☐	☐	☐	17. Special Resolution: The Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases of its own shares.	☐	☐	☐
9. To re-elect Mr James Morley who retires, as a non-executive director of the Company.	☐	☐	☐	18. Special Resolution: To approve the holding of a general meeting of the Company, other than an AGM, on not less than 14 clear days' notice.	☐	☐	☐

Signature

Date



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.

