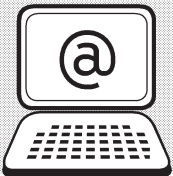




## Form of Direction - Annual General Meeting to be held on 12 May 2017



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

[www.investorcentre.co.uk/eproxy](http://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: 914198

SRN:

PIN:



View the Annual Report online: [www.clarksons.com](http://www.clarksons.com)

Register at [www.investorcentre.co.uk](http://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 9 May 2017 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 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 **Commodity Quay, St Katharine Docks, London E1W 1BF**, on **12 May 2017 at 12.00 noon**.

Ordinary Resolutions	Vote				Vote		
	For	Against	Withheld		For	Against	Withheld
1. To receive the accounts of the Company for the financial year ended 31 December 2016, together with the reports of the directors and auditors on those accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To re-elect Birger Nergaard who retires, as a Non-Executive Director of the Company.	<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 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To re-elect Edmond Warner who retires, as a Non-Executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and approve the directors' remuneration policy for the financial year ended 31 December 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To elect Marie-Louise Clayton, as a Non-Executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend of 43 pence per ordinary share of 25 pence each in respect of the financial year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. 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"/>
5. To re-elect James Hughes-Hallett who retires, as a Non-Executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the directors of the Company to agree the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Andrew Case who retires, as an Executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Peter M. Anker who retires, as an Executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Jeffrey Woyda who retires, as an Executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Peter Backhouse who retires, as a Non-Executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. Special Resolution - That a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.	<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.

