

**Registered Number: 1190238**

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

**Resolutions passed at the Annual General Meeting held at Commodity Quay, St Katharine Docks, London, E1W 1BF on Thursday 10 May 2018 at 12 noon**

The following resolutions were passed in relation to special business at the Annual General Meeting of the Company held on Thursday 10 May 2018.

*Disapplication of pre-emption rights*

16. That, subject to the passing of resolution 14 above, the Directors be and are hereby generally empowered pursuant to Section 570 and Section 573 of the 2006 Act, subject to and conditional upon the passing of resolution 14 above, and in place of all existing powers, to allot equity securities (as defined in Section 560 of the 2006 Act) for cash, pursuant to the authority conferred by resolution 14 above, as if Section 561(1) of the 2006 Act did not apply to any such allotment. This power:
- (a) shall expire on the conclusion of the AGM of the Company in 2019 (or, if sooner, 15 months from the date of passing this resolution) unless previously renewed, varied or revoked by the Company in a general meeting;
  - (b) shall enable the Company to make any offer or agreement before such power expires that would or might require equity securities to be allotted after such power expires and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power hereby conferred had not expired;
  - (c) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 14(a)(i)(B) above, by way of a rights issue only):
    - (i) to ordinary members in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to people who hold other equity securities, if this is required by the rights of those securities, or, if the Directors consider it necessary, as permitted by the rights of those securities and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate, to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
  - (d) in the case of the authority granted under resolution 14(a)(i)(A) above, shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (c) up to a maximum aggregate nominal amount of £377,915.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(3) of the 2006 Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 14 above" were omitted.

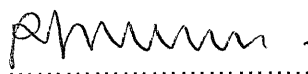
*Authority to purchase own shares*

17. That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the 2006 Act to make one or more market purchases (as defined in Section 693(4) of the 2006 Act) on the London Stock Exchange of ordinary shares of 25 pence each of the Company provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 3,023,318 (representing 10 percent of the Company's issued ordinary share capital at the date of this Notice);
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 25 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share will not be more than the price permitted by the Listing Rules of the UK Listing Authority at the time of purchase (which is currently the higher of an amount equal to 105 percent of the average of the middle market quotations of an ordinary share of the Company, as derived from the Daily Official List of the London Stock Exchange for the 5 business days immediately preceding the day on which such share is contracted to be purchased and an amount equal to the higher of (i) the price of the last independent trade of an ordinary share and (ii) the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;
- (d) unless previously renewed, revoked or varied, this authority shall expire on the conclusion of the AGM of the Company in 2019 (or, if sooner, 15 months from the date of passing this resolution); and
- (e) under this authority the Company may make a contract or contracts to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares in pursuance of any such contract or contracts as if this authority had not expired.

*General meeting notice period*

18. That a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

  
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Rachel Spencer  
Company Secretary

10 MAY 2018