

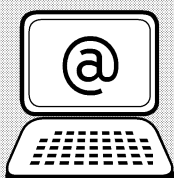


The AGM of the Company will be held at **Commodity Quay, St. Katharine Docks, London E1W 1BF** on **Thursday 9 May 2019** at **12pm**.

Shareholder Reference Number

Please detach this portion before posting this Form of Proxy.

Form of Proxy - AGM to be held on Thursday 9 May 2019 at 12pm



Cast your vote 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: 915705

SRN:

PIN:



View the 2018 Annual Report and Notice of Meeting online: **www.clarksons.com**

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

**To be effective, all proxy appointments must be lodged with the Company's registrar at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by Tuesday 7 May 2019 at 12pm.**

Explanatory notes

- Entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6pm on Tuesday 7 May 2019 (or, in the event of any adjournment, 6pm on the date which is two working days prior to the adjourned 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 AGM.
- Every holder has the right to appoint some other person(s) of his/her choice, who need not be a shareholder, as his/her proxy to exercise all or any of his/her rights to attend, speak and vote on their behalf at the AGM. If you wish to appoint a person other than the chair of the AGM, 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/her discretion as to whether, and if so how, he/she votes.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the registrar's helpline on +44(0)370 707 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.
- 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 '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.
- The above is how your address appears on the Register of Members. If this information is incorrect, please contact the registrar's helpline on +44(0)370 707 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 AGM and voting in person.
- Please see the notes to the Notice of Meeting for further information on completion of this Form of Proxy.

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

Poll Card To be completed only at the AGM.

Ordinary resolutions		For	Against	Vote Withheld
1.	Receive the annual report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approve the annual statement from the Remuneration Committee Chair and the annual report on remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Declare a final dividend of 51 pence per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Elect Bill Thomas as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Re-elect Andi Case as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Re-elect Jeff Woyda as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Re-elect Peter Backhouse as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Re-elect Marie-Louise Clayton as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Re-elect James Hughes-Hallett as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Elect Dr Tim Miller as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 chair of the AGM.
Please leave this box blank if you want to select the chair of the AGM. Do not insert your own name(s).

*

I/We hereby appoint the chair of the AGM 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 AGM of Clarkson PLC to be held at **Commodity Quay, St. Katharine Docks, London E1W 1BF** on **Thursday 9 May 2019** at **12pm**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to explanatory note 2 (see front).

☐ Please tick here if 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.



Ordinary resolutions		For	Against	Vote Withheld
1.	Receive the annual report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Approve the annual statement from the Remuneration Committee Chair and the annual report on remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Declare a final dividend of 51 pence per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Elect Bill Thomas as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Re-elect Andi Case as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Re-elect Jeff Woyda as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Re-elect Peter Backhouse as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Re-elect Marie-Louise Clayton as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Re-elect James Hughes-Hallett as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Elect Dr Tim Miller as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary resolutions		For	Against	Vote Withheld
11.	Re-elect Birger Nergaard as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	Reappoint PricewaterhouseCoopers LLP as Auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	Authorise the Board to determine the remuneration of the Auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	Authorise the Directors to allot shares in the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	Authorise the Company and any subsidiary of the Company to make political donations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	Approve the rules of the Clarkson PLC U.S. Employee Share Purchase Plan for adoption by the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special resolutions				
17.	Authorise the dis-application of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.	Authorise the Company to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19.	Approve general meetings, other than an annual general meeting, being called on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20.	Approve new Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this Form of Proxy. Unless otherwise instructed the proxy may vote as he/she sees fit or abstain in relation to any business of the AGM.

Signature

Date

DD / MM / YY

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).



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