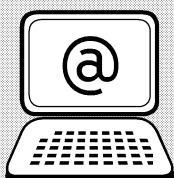




Form of Direction - Annual General Meeting ('AGM') to be held on Thursday 9 May at 12pm



Cast your voting 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: 915706

SRN:

PIN:



You can 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 Forms of Direction must be lodged with the Company's registrar at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by Friday 3 May 2019 at 12pm.**

Explanatory notes

1. This Form of Direction has been issued in respect of the Restricted Shares held in connection with your participation in the Clarkson PLC 2014 Long Term Incentive Plan (the 'Plan') which are registered in the name of Praxis Trustees Limited (the 'Trustee').
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 to exercise the votes attaching to their Restricted Shares (if any) and may attend the AGM or any adjournment thereof by virtue of their interest in such Restricted Shares. Alternatively, such participants may attend and vote at the AGM in respect of their Restricted Shares if they are appointed by the Trustee to act as its proxy in respect of those Restricted Shares.
4. 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. If no voting instructions are received, the Trustee will not vote on your behalf.
5. If this Form of Direction is not returned, or if it is returned but completed incorrectly, unsigned or after the deadline stated above, your instructions will not be acted upon.
6. 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.

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

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

X

I would like the Trustee to vote and act on my behalf in accordance with my instructions in respect of the resolutions relating to the AGM to be held at **Commodity Quay, St. Katharine Docks, London E1W 1BF**, on **Thursday 9 May 2019** at **12pm**.

| 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"/> |

| | 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"/> |

Signature

Date

DD / MM / YY