



Clarkson PLC

(Incorporated in the United Kingdom and registered in England and Wales under company number 01190238)

Notice of 2021 Annual General Meeting (‘AGM’)

to be held at 12 noon on
Wednesday 5 May 2021

**This document is important and
requires your immediate attention.**

If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other professional advisor authorised under the Financial Services and Markets Act 2000 or, if you reside outside the United Kingdom, another appropriately authorised advisor.

If you sell or have sold or otherwise transferred all of your shares in Clarkson PLC, please pass this document, together with the accompanying documents (except any personalised Form of Proxy, if applicable), to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

**In light of COVID-19, Clarkson PLC
is only inviting shareholders to join
and participate in the 2021 AGM
electronically by audiocast.**

The guide for electronic participation can be found on pages 10 to 12 in the Notice of Meeting. The Meeting ID (107-098-573) and your unique Shareholder Reference Number (‘SRN’) and PIN, which will be needed to join the meeting, can all be found on the Form of Proxy.

Whether or not you propose to join the AGM electronically, we would encourage you to complete and submit a Form of Proxy before the meeting. Forms of Proxy must be received by the Company’s registrar, Computershare, by no later than 12 noon on Monday 3 May 2021 at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or otherwise in accordance with the instructions found on pages 13 and 14 of this document. Completion of a Form of Proxy will not prevent members from joining the audiocast and voting electronically during the meeting should they wish to do so.



Dear Shareholder

AGM

Due to the continuing uncertainty surrounding COVID-19, and in the interests of shareholder and employee safety, this year's AGM will once again be held electronically.

I am therefore pleased to invite you to join the 2021 AGM of Clarkson PLC (the 'Company' or 'Clarksons'), which will be held at 12 noon on Wednesday 5 May 2021 by audiocast. The Board recognises that the AGM provides an invaluable opportunity to engage directly with shareholders and to respond to any questions you may have on the business of the meeting. For this reason, the Board has continued to invest in technology which will enable the business of the meeting to run as close to normal as possible. On the audiocast, you will be able to participate online, using your smartphone, tablet or computer; hear the Directors speak; engage in the Q&A session; and vote during the meeting in respect of your holding. Full details on how to access the audiocast can be found on pages 10 to 12 of this Notice of Meeting.

Board of Directors

Since the last AGM, the Board has continued to focus on the combined capabilities of the Board to be able to drive our strategy forward. We were pleased to welcome Laurence Hollingworth and Sue Harris to the Board in the last year, and resolutions to appoint them as independent Non-Executive Directors are proposed. Laurence joined the Board in July 2020 and was appointed a member of the Remuneration Committee and Audit and Risk Committee. He brings extensive experience in the capital markets and broking environment. In October 2020, Sue Harris was appointed to the Board, succeeding Marie-Louise Clayton as Chair of the Audit and Risk Committee and becoming a member of the Remuneration Committee. Sue brings significant financial, risk management and listed company experience to the Board. Full biographical details for both Sue and Laurence can be found on page 8 of this Notice of Meeting.

Recommendation

The Board considers that all the proposed resolutions set out in this Notice of Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of each resolution, as the Directors intend to do so in respect of their own beneficial holdings.

If you are unable to join the audiocast, your vote is still important to us, and I would encourage you to register your proxy appointment electronically via our registrar's website at www.investorcentre.co.uk/eproxy by 12 noon on Monday 3 May 2021 or by returning the enclosed Form of Proxy in accordance with the instructions printed on the form.

Shareholders may also submit questions relating to the business of the meeting in advance by emailing the Group Company Secretary at Company.Secretary@clarksons.com.

Yours sincerely

Sir Bill Thomas

Chair

23 March 2021

Registered office

Clarkson PLC
Commodity Quay
St Katharine Docks
London E1W 1BF

Incorporated in the United Kingdom and registered in
England and Wales under company number 01190238

www.clarksons.com

Notice of Annual General Meeting ('AGM')

Notice is hereby given that the 2021 AGM of shareholders of the Company will be held electronically by audiocast at 12 noon on Wednesday 5 May 2021. The business of the AGM will be to consider and, if thought fit, to approve the following resolutions, of which numbers 1 to 16 (inclusive) will be proposed as ordinary resolutions and numbers 17 to 19 (inclusive) will be proposed as special resolutions.

Ordinary resolutions

Annual Report

1. To receive the Annual Report and Accounts for the Company for the year ended 31 December 2020, including the reports of the Directors and auditors.

Remuneration report

2. To approve the Directors' remuneration report set out on pages 106 to 121 of the Annual Report for the year ended 31 December 2020.

Dividend

3. To declare a final dividend of 54 pence per ordinary share in respect of the year ended 31 December 2020.

Directors

4. To re-elect Sir Bill Thomas as a Director of the Company.
5. To re-elect Andi Case as a Director of the Company.
6. To re-elect Jeff Woyda as a Director of the Company.
7. To re-elect Peter Backhouse as a Director of the Company.
8. To elect Sue Harris as a Director of the Company.
9. To elect Laurence Hollingworth as a Director of the Company.
10. To re-elect Dr Tim Miller as a Director of the Company.
11. To re-elect Birger Nergaard as a Director of the Company.
12. To re-elect Heike Truol as a Director of the Company.

Auditor

13. To reappoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company.
14. To authorise the Board to determine the remuneration of the auditor of the Company.

Directors' authority to allot shares

15. That:
 - (a) the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to:
 - (i) allot shares and grant rights to subscribe for or convert any security into shares in the Company:
 - (A) up to an aggregate nominal amount of £2,533,815 (which shall be the 'first section 551 amount' for the purposes of the Company's Articles of Association); and
 - (B) comprising equity securities (as defined in the Companies Act 2006) up to an aggregate nominal amount of £5,067,631 (which shall be the 'second section 551 amount' for the purposes of the Company's Articles of Association) (including within such limit any shares issued or rights granted under paragraph (A) above) in connection with an offer by way of a rights issue;
 - (ii) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (iii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, as permitted by the rights of those securities;

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, as permitted by the rights of those securities;

and so that the Directors may impose any limits or restrictions and make any arrangements as the Directors may consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date which falls 15 months after the date of this resolution); and

- (ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;
- (b) subject to paragraph (c), all existing authorities given to the Directors pursuant to section 551 of the Companies Act 2006 be revoked by this resolution; and
- (c) paragraph (b) shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Political donations

16. That, in accordance with Part 14 of the Companies Act 2006, the Company, and those companies that are subsidiaries of the Company at any time during the period for which this resolution has effect, be and are hereby authorised during the period commencing on the passing of this resolution and ending at the conclusion of the Company's next annual general meeting to:

- (i) make political donations to political parties and/or independent election candidates;
- (ii) make political donations to political organisations other than political parties; and
- (iii) incur political expenditure,

provided that, in each case, any such donations and expenditure incurred by the Company and its subsidiaries shall not exceed £10,000, and that the total amount of all such donations and expenditure made by all companies to which this authority relates shall not exceed £10,000.

Words and expressions which are defined in Part 14 of the Companies Act 2006 shall have the same meaning for the purpose of this resolution.

Special resolutions

Disapplication of pre-emption rights

17. That, subject to the passing of resolution 15 above, and in place of all existing powers given to them, the Directors be generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash pursuant to the authority conferred by resolution 15 above, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date which falls 15 months after the date of this resolution), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) 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 15(a)(i) (B), by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as 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

- (c) in the case of the authority granted under resolution 15(a)(i)(A) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (b) up to an aggregate nominal amount of £380,072 (which shall be the 'section 561 amount' for the purposes of the Company's Articles of Association).

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 Companies Act 2006 as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by resolution 15 above' were omitted.

Authority to purchase own shares

18. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of 25 pence each, provided that:

- (a) the maximum number of ordinary shares of 25 pence each that may be purchased is 3,040,579;
- (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 shall be the higher of:

- (i) an amount equal to 5 per cent above the middle market value of an ordinary share (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
- (ii) an amount equal to the higher of (1) the price of the last independent trade of an ordinary share; and (2) the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;

- (d) unless previously renewed, revoked or varied, this authority shall expire on the conclusion of the Company's next annual general meeting or 18 months from the date of passing this resolution, whichever is earlier; and

- (e) the Company may make a contract or contracts to purchase ordinary shares before the expiry of this authority, and conclude such contract or contracts in whole or in part after the expiry of this authority.

General meeting notice period

19. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board:

Deborah Abrehart

Group Company Secretary
23 March 2021

Registered office

Clarkson PLC
Commodity Quay
St Katharine Docks
London E1W 1BF

Explanatory notes to the Notice of Annual General Meeting

At the AGM there are 19 resolutions which shareholders will be asked to consider and, if thought fit, approve. An explanation of each resolution is given below. Resolutions 1 to 16 (inclusive) are proposed as ordinary resolutions. An ordinary resolution requires more than 50% of votes cast to be in favour of it for the resolution to be passed. Resolutions 17 to 19 (inclusive) are proposed as special resolutions. A special resolution requires at least 75% of votes cast to be in favour of it for the resolution to be passed.

Ordinary resolutions

Resolution 1: Annual Report

The Directors present the Strategic report, Directors' report, audited accounts and the independent auditor's report in respect of the year ended 31 December 2020 to the AGM. These documents are included in the 2020 Annual Report, which is available on the Company's website at www.clarksons.com.

Resolution 2: Remuneration report

All UK-listed companies are required to put their Directors' remuneration report (excluding the Directors' Remuneration Policy) to shareholders on an annual basis. This is set out on pages 106 to 121 of the 2020 Annual Report and includes:

- A statement by Dr Tim Miller, the Chair of the Remuneration Committee (pages 106 and 107);
- The Remuneration Committee report (page 108); and
- The annual report on remuneration (pages 109 to 121).

The annual report on remuneration sets out details of the implementation of the Company's Directors' Remuneration Policy (the 'Policy'). This includes the terms of payments and share awards made to the Directors in connection with their performance and that of the Company in respect of the year ended 31 December 2020.

The resolution to approve these items is an advisory vote only and does not impact on the actual remuneration paid to any Director.

The full Policy, as approved by shareholders at the 2020 AGM, can be found on pages 119 to 125 of the 2019 Annual Report on the Company's website at www.clarksons.com.

Resolution 3: Dividend

A final dividend can only be paid if approved by members at a general meeting. If approved, the dividend will be paid on 28 May 2021 to members on the register as at the close of business on 14 May 2021 and, with the interim dividend of 25 pence per ordinary share, will result in a total dividend for the year ended 31 December 2020 of 79 pence per ordinary share.

Resolutions 4 to 12 (inclusive): Election and re-election of Directors

In accordance with the UK Corporate Governance Code (published in July 2018) (the 'Code') and the Company's Articles of Association, Directors appointed by the Board are subject to election by shareholders at the first AGM following their appointment, and subject to annual re-election thereafter. Since the 2020 AGM, the Board has appointed Sue Harris and Laurence Hollingworth as independent Non-Executive Directors, who will be standing for election by shareholders. All other Directors are offering themselves for re-election. The biography of each Director proposed for election or re-election is set out at appendix 1. The biographies demonstrate the specific reasons why their contribution is, and continues to be, important to the Company's long-term sustainable success.

Prior to confirming that each Director should be proposed for election or re-election, the following factors were considered by the Nomination Committee:

- At the end of 2020, the Board formally reviewed the performance of each Director and determined that they each continue to perform effectively and make a valuable contribution to the Board.
- In early 2021, the Nomination Committee reviewed the time commitment demonstrated by each Non-Executive Director (including attendance at Board meetings) and was satisfied that this was in line with the requirement set out in their letters of appointment, and sufficient to discharge their duties. The external directorships and other commitments of the Non-Executive Directors were also taken into account when making this assessment.
- The independence of the Non-Executive Directors was reviewed by the Nomination Committee in early 2021, taking into account the circumstances which are likely to impair or could impair their independence as set out in Provision 10 of the Code. The Nomination Committee concluded that the Directors proposed for election or re-election at resolutions 4 and 7 to 12 (inclusive) are and remain independent.

Taking account of each of these factors, as well as the balance of skills, knowledge and experience on the Board as a whole, the Board approved the Nomination Committee's recommendation that each Director should be proposed for election or re-election by shareholders at the AGM.

Resolutions 13 to 14: Reappointment and remuneration of auditor

The Company is required to appoint an independent auditor at each general meeting at which accounts are laid, to hold office until the conclusion of the next such general meeting. Resolution 13 proposes the reappointment of the Company's existing auditor, PricewaterhouseCoopers LLP, whilst resolution 14 seeks authorisation for the Board to set the external auditor's remuneration. This authority will be delegated to the Audit and Risk Committee.

Resolution 15: Authority to allot shares

Under section 551 of the Companies Act 2006, the Directors may only allot shares or grant rights to subscribe for, or convert any securities into, shares if authorised to do so by the shareholders. The section 551 authority conferred on the Directors at last year's AGM expires on the date of the 2021 AGM. Resolution 15 gives the Directors a new section 551 authority.

If the resolution is passed, the authority will expire at the conclusion of the Company's next AGM in 2022 or, if earlier, at the close of business on the date which falls 15 months after the date of this resolution.

Paragraph (A) of this resolution would provide the Directors with authority to allot ordinary shares, and grant rights to subscribe for, or convert any security into, shares, up to a maximum nominal amount of £2,533,815 which represents approximately one-third of the Company's issued share capital (excluding treasury shares) as at 19 March 2021, being the latest practicable date prior to the publication of this Notice of AGM.

In line with the Share Capital Management Guidelines published by the Investment Association, paragraph (B) would give the Directors authority to allot ordinary shares, and grant rights to subscribe for, or convert any security into, shares, in connection with a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems) up to a maximum nominal amount of £5,067,631, which represents approximately two-thirds of the Company's issued share capital as at 19 March 2021, being the latest practicable date prior to the publication of this Notice of AGM.

Other than in connection with the Company's various share-based plans for employees, the Board has no present intention to exercise this authority. However, it is considered prudent to maintain the flexibility that this authority provides. The Directors intend to seek renewal of this authority annually.

Resolution 16: Political donations

The Companies Act 2006 requires companies to seek shareholder approval for donations to political parties, independent candidates and other political organisations, and for other political expenditure that exceeds £5,000 in aggregate in any 12-month period.

Whilst the Company does not make, or intend to make, political donations and/or incur political expenditure, these terms are defined very widely in the Companies Act 2006 and could inadvertently catch activities such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform. Therefore, to avoid inadvertently breaching legislation, shareholder approval is being sought as a precautionary measure to allow the Company and its subsidiaries to incur political expenditure up to a maximum aggregate amount of £10,000 over the period set out in the resolution. Political donations made or political expenditure incurred will be disclosed in the Company's 2021 Annual Report, as required by the Companies Act 2006.

There were no political donations made nor political expenditure incurred in 2020.

Special resolutions

Resolution 17: Disapplication of pre-emption rights

If the Directors wish to allot shares, or grant rights to subscribe for, or convert securities into, shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first offer them to existing shareholders in proportion to their holdings. There may be occasions when the Directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders, and this can be done if the shareholders have first given a limited waiver of their pre-emption rights.

Resolution 17 asks shareholders to grant this limited waiver.

The resolution contains a two-part waiver. The first is limited to the allotment of shares for cash up to an aggregate nominal value of £380,072 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 5% of the issued ordinary share capital as at 19 March 2021 (the latest practicable date before publication of this Notice of AGM). The second is limited to the allotment of shares for cash in connection with a rights issue to allow the Directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders.

If the resolution is passed, this waiver will expire at the conclusion of the Company's next AGM in 2022 or, if earlier, at the close of business on the date which falls 15 months after the date of passing this resolution. Renewal of this authority is sought at the AGM annually.

The Directors confirm their intention to adhere to the Pre-Emption Group's Statement of Principles, and therefore do not intend to allot shares representing more than 7.5% of the issued share capital (excluding treasury shares) for cash on a non-pre-emptive basis in any three-year rolling period.

Resolution 18: Purchase of own shares

The resolution would give the Company authority to purchase its own shares in the market, as permitted by the Companies Act 2006. The authority limits the number of shares that could be purchased to a maximum of 3,040,579 ordinary shares of 25 pence each, being 10% of the Company's issued share capital as at 19 March 2021, the latest practicable date prior to the publication of this Notice of AGM.

The Board has no current intention to exercise this authority, but the authority provides the flexibility to allow them to do so in the future. The authority would only be exercised by the Board when, taking into account the overall financial position of the Company and prevailing market conditions, to do so would be in the best interests of the Company, and of its shareholders as a whole, and could be expected to result in an increase in earnings per share.

The resolution specifies the minimum and maximum prices at which shares may be purchased. Any shares purchased under this authority may be cancelled or held as treasury shares. Treasury shares may be subsequently cancelled, sold for cash or used to satisfy options issued to employees pursuant to a share scheme.

If given, this authority will expire at the Company's next AGM in 2022 or 18 months from the date of passing this resolution, whichever is earlier. The Company intends to seek renewal of this authority annually.

As at 19 March 2021, the latest practicable date prior to the publication of this Notice of AGM, the total number of options outstanding to subscribe for ordinary shares was 849,491. This figure includes both options and restricted stock units (being a conditional right to acquire shares) issued under the Company's share plans. The total number of options outstanding represents approximately 2.79% of the Company's issued share capital (excluding treasury shares), and approximately 3.10% of the Company's issued share capital (excluding treasury shares) if the full authority proposed under this resolution 18 was used and the shares purchased were cancelled.

The total number of options outstanding includes performance options granted to the Executive Directors on 14 May 2018. The performance period for these awards ended on 31 December 2020, and the awards will formally lapse in part on 14 May 2021. As at that date, the total number of options outstanding will be 799,028. This will represent approximately 2.63% of the Company's issued share capital (excluding treasury shares), and approximately 2.92% of the Company's issued share capital (excluding treasury shares) if the full authority proposed under this resolution 18 was used and the shares purchased were cancelled.

Resolution 19: Notice of general meetings

Under the Companies Act 2006, the notice period required for general meetings is 21 clear days, however, shareholders can approve a shorter notice period (other than for AGMs), as long as this is not less than 14 clear days' notice.

In order to maintain flexibility for the Company, resolution 19 proposes that this shorter notice period be approved by shareholders. The shorter notice period would not be used as a matter of routine for general meetings, only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. A full explanation will be provided if it is deemed necessary to call a meeting on 14 clear days' notice in the future, and the Company undertakes to meet the requirements for electronic voting under the Companies (Shareholders' Rights) Regulations 2009 before calling a general meeting on 14 clear days' notice. If given, the approval will be effective until the Company's next AGM when it is intended that a similar resolution will be proposed.

Appendix 1

Biographies of the Directors (resolutions 4 to 12 inclusive)

Sir Bill Thomas

Chair



Appointed

February 2019

Skills and expertise

Sir Bill brings to the Board extensive experience of non-executive roles in listed companies, including significant experience of chairing and membership of board committees. Through his executive career within international technology organisations, Sir Bill has developed a wealth of expertise in global people-intensive organisations, customer-focused service industries and relationship-based transactions with major clients, all of which provides valuable insight for his role on the Clarksons Board.

Career experience

Sir Bill spent most of his executive career in technology services providers where he had a strong track record in delivering strategy and major change. He is a former Senior Vice President at Hewlett Packard and was on the executive committee of EDS plc as Executive Vice President. Sir Bill has also served as a Non-Executive Director on the boards of GFI SARL, XChanging plc, Balfour Beatty plc and VFS Global.

Sir Bill received a Knighthood in the 2020 New Year Honours List.

Principal appointments

- Chair of Spirent Communications plc
- Chair of Node4 Limited
- Non-Executive Director and Chair of the Remuneration Committee of The Co-operative Bank p.l.c.
- Non-Executive Director of The Co-operative Bank Finance p.l.c.
- Non-Executive Director of The Co-operative Bank Holdings Limited
- Member of the International Advisory Board of FireEye, Inc.
- Chair of the Board of Trustees of the Royal Navy & Royal Marines Charity

Andi Case

Chief Executive Officer

Appointed

June 2008

Skills and expertise

Having worked in shipbroking his entire career, Andi brings to the Board extensive knowledge and experience of global integrated shipping services. He is recognised in the market as an industry leader. His detailed knowledge of Clarksons' operations, combined with his commitment to drive the growth strategy, make him ideally placed to inspire and lead the Group.

Career experience

Andi joined Clarksons in 2006 as Managing Director of the Group's shipbroking services. His shipbroking career began with C W Kellock & Co and later the Eggar Forrester Group. Prior to Clarksons, he was with Braemar Seascope for 17 years.

Principal appointments

None

Jeff Woyda

Chief Financial Officer & Chief Operating Officer

Appointed

November 2006

Skills and expertise

Jeff's broad-based experience across a number of disciplines complements his role at Clarksons. In addition to his strong background in finance, Jeff has an impressive track record in managing and delivering across broking, corporate finance, IT implementation and software development, HR and regulatory compliance. His career has spanned both publicly listed and private companies, as well as regulated industries. Jeff's position at Clarksons includes that of the Chief Operating Officer which covers IT, Legal, HR, Company Secretariat, Marketing and Property Services, and he is the Board member responsible for ESG matters. He is also the Chairman of Maritech, the SaaS provider of the Sea/platform.

Career experience

Before joining Clarksons, Jeff spent 13 years at the Gerrard Group PLC, where he was a member of the executive committee and Chief Operating Officer of GNI. Jeff began his career with KPMG LLP and is a Fellow of the Institute of Chartered Accountants.

Principal appointments

- Non-Executive Director of the International Transport Intermediaries Club Limited
- Non-Executive Director of Lok'nStore Group plc

Peter Backhouse

Senior Independent Director



Appointed

September 2013

Skills and expertise

Peter has over 40 years of experience in the international energy business, gained both through his executive career and as a non-executive director. He brings valuable experience to Clarksons through his involvement in offshore oil and gas activity, liquefied gas and oil transportation, finance and mergers and acquisitions, as well as extensive listed company expertise.

Career experience

Most of Peter's executive career was spent at British Petroleum (BP), where he was Chairman and Chief Executive of European refining, marketing and shipping, and head of both North Sea oil development and global mergers and acquisitions. He served 14 years as a Non-Executive Director of BG Group p.l.c., the international energy company, as well as a member of the Advisory Board of private equity firm Riverstone Energy Partners. Peter was also Chairman and Supervisory Board Director of HES International B.V., a major operator of European bulk port storage and handling facilities, from 2014 to 2019.

Principal appointments

None

Committee membership

Audit and Risk Committee	(A)
Nomination Committee	(N)
Remuneration Committee	(R)
Chair	(●)

Sue Harris

Independent Non-Executive Director

**Appointed**

October 2020

Skills and expertise

Sue brings to Clarksons significant financial, risk management and corporate development experience, gained through senior roles across listed companies in financial services and retail. She brings a wealth of leadership and boardroom experience to her role at Clarksons, having held a number of senior executive and non-executive roles across a broad range of sectors, and is a seasoned audit committee chair. Sue is a qualified chartered management accountant.

Career experience

In addition to Sue's current non-executive roles, she was also previously a Non-Executive Director of Abcam plc. Sue previously chaired the Audit and Assurance Council at the Financial Reporting Council and was a member of the Codes and Standards Committee. She has held a number of senior executive positions at FTSE 100 businesses, including as Divisional Finance Director and Group Audit Director for Lloyds Banking Group. Prior to this, Sue held roles including Managing Director for Finance at Standard Life and Group Treasurer and Head of Corporate Development for Marks & Spencer.

Principal appointments

- Non-Executive Director and Chair of the Values and Ethics Committee of The Co-operative Bank p.l.c.
- Non-Executive Director of The Co-operative Bank Finance p.l.c.
- Non-Executive Director of The Co-operative Bank Holdings Limited
- Non-Executive Director and Chair of the Audit Committee of Wates Group Limited
- Non-Executive Director and Chair of the Audit Committee of FNZ (UK) Limited
- Non-Executive Director of Schroder & Co. Limited and Chair of the Audit and Risk Committee of the Wealth Management Division
- Independent Director of Barclays Pension Funds Trustees Limited

Laurence Hollingworth

Independent Non-Executive Director

**Appointed**

Appointed: July 2020

Skills and expertise

Previously a senior leader in investment banking, Laurence brings significant capital markets experience to Clarksons which positions him well to guide the development of the Financial business and wider strategy. Laurence has a strong understanding of broking and the relationship-led environment in which Clarksons operates, having been responsible for client relationship management with some of JP Morgan's most high-profile clients. This experience gave him broad exposure to different leadership styles and board dynamics, developing the ideal skillset to provide oversight and constructive challenge in the boardroom.

Career experience

Laurence's 37-year career in stockbroking with Cazenove and latterly JP Morgan saw him hold several senior leadership roles including Head of UK Investment Banking, Head of EMEA Industry Coverage and finally as Vice Chairman for Equity Capital Markets EMEA.

Principal appointments

- Non-Executive Chairman of ABM Communications Limited
- Non-Executive Director of Recycling Technologies Limited

Dr Tim Miller

Independent Non-Executive Director

**Appointed**

May 2018

Skills and expertise

Dr Tim Miller has over 30 years' experience working in large-scale people businesses with significant international operations. Whilst Tim has extensive experience of HR and remuneration matters gained in his executive and non-executive career, his executive roles also gave him exposure across a broad remit including compliance, audit, assurance, financial crime, property and legal. Tim has a proven track record serving as a non-executive director and remuneration committee chair in listed companies which, together with his HR background, make his experience relevant to his role at Clarksons.

Career experience

The majority of Tim's executive career was within regulated industries, including roles at Glaxo Wellcome and latterly Standard Chartered, with global responsibility for a wide variety of business services. He was previously a Non-Executive Director and Chair of the Remuneration Committee at Michael Page Group, and more recently a Non-Executive Director at Otis Gold Corp.

Principal appointments

- Non-Executive Director and Chair of the Remuneration Committee of Equiniti Group plc
- Non-Executive Director of Equiniti Financial Services Limited
- Non-Executive Director and Chair of the Remuneration Committee of Scapa Group plc

Appendix 1 continued

Birger Nergaard

Independent Non-Executive Director

R

Appointed

February 2015

Skills and expertise

Birger's in-depth knowledge of capital markets and investment banking brings valuable expertise to Clarksons, particularly in developing and overseeing our banking strategy. He has extensive knowledge of investing in Nordic technology companies, and is experienced in taking an active role on the boards of these companies to help position them for long-term growth. Birger is therefore well positioned to provide unique insight into initiatives to innovate and develop new services for clients.

Career experience

After establishing Four Seasons Venture (today Verdane Capital) in 1985, Birger was the CEO until 2008. He joined the board of Clarksons Platou AS (formerly RS Platou ASA) as Deputy Chairman in 2008 and the board of Clarksons Platou Securities AS in 2010. Birger has remained as a Director of these companies since their acquisition by Clarksons.

In 2006, Birger was awarded King Harald's gold medal for pioneering the Norwegian venture capital industry.

Principal appointments

- Director of Verdane Capital Funds V, VI, VII and VIII
- Director of Nergaard Investment Partners AS
- Advisor to the P/E fund Advent International (Norway)
- Director of Union Real Estate Fund I and II

Heike Truol

Independent Non-Executive Director

A N

Appointed

January 2020

Skills and expertise

Heike has an in-depth client knowledge of the dry bulk market and is well positioned to bring valuable customer perspectives. With a 20-year track record of both advising large global organisations from the outside as a management consultant as well as driving performance from within, Heike brings significant experience of strategy development and delivery to the Board.

Career experience

Heike gained 11 years' experience at Anglo American PLC (Anglo American) where she was Executive Head, Commercial Services until April 2020. On joining in 2009 as Group Head, Strategy she helped evolve the strategy function working closely with the CEO and executive committee. Heike later helped establish the Marketing business and had P&L responsibility for Anglo American's global shipping activity. Prior to her time at Anglo American, Heike was a management consultant and held roles at Marakon Associates and Deloitte.

Principal appointments

None

Committee membership

Audit and Risk Committee

A

Nomination Committee

N

Remuneration Committee

R

Chair

●

Appendix 2

Guide to joining the electronic AGM

To attend and participate in the meeting electronically, please refer to the notes below and the user guide on pages 11 and 12.

1. Accessing the AGM

You can participate in the meeting by accessing the website <https://web.lumiagm.com>. Lumi AGM can be accessed online using most well-known internet browsers such as Internet Explorer (version 11), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone.

2. Logging in

On accessing through the website, you will be asked to enter a Meeting ID which is 107-098-573. You will then be prompted to enter your unique Shareholder Reference Number ('SRN') and PIN. These can be found printed on your Form of Proxy. Access to the meeting on the website will be available from 11.50am on 5 May 2021. Please note however that your ability to vote will not be enabled until the chair formally opens the meeting at 12 noon.

If you are unable to access your SRN and PIN, please contact the Company's registrar before 12 noon on 5 May 2021 on +44 (0)370 707 1055. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).

3. Voting

After the resolutions have been proposed, voting options will appear on the screen. Press or click the option that corresponds with the way in which you wish to vote: "For", "Against" or "Withheld". Once you have selected your choice, you will see a message on your screen confirming that your vote has been received. If you make a mistake or wish to change your voting instruction, simply press or click the correct choice before the poll is closed. If you wish to cancel your vote, please press "Cancel".

You can split your vote by first clicking the "Split Voting" button at the top of the screen and then adding the number of shares you wish to vote alongside each voting choice.

Please note that an active internet connection is required at all times in order to successfully cast your vote when the chair of the meeting commences polling on the resolutions. It is your responsibility to ensure connectivity for the duration of the meeting.

4. Procedures

The process for asking questions and voting will be explained further during the meeting.

5. Duly appointed proxies and corporate representatives

To obtain the unique username and password that your proxy or corporate representative will need to join the meeting, please contact the Company's registrar before 12 noon on 5 May 2021 on +44 (0)370 707 1055. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).

Online user guide

- 1 Join the meeting by accessing the Lumi website <https://web.lumiagm.com>. You will be prompted to enter the Meeting ID (107-098-573). You can join the meeting from 11.50am, and if you attempt to log in before this time, a pop-up dialogue box will appear.



- 2 To enter as a shareholder, select 'I have a login' and enter your SRN and PIN.

If you have been appointed as a proxy or corporate representative, you will also enter as a shareholder, but you should obtain your login details from the shareholder you are representing.



- 3 When successfully authenticated, you will be taken to the home screen.




Appendix 2 continued

- 4** To view the meeting presentation, expand the “Broadcast” panel located at the bottom of your device.

This can be minimised by pressing the same button.



- 5** When the chair of the meeting declares the poll open, a list of all resolutions and voting choices will be available on your device. You can also view the resolutions and voting choices by selecting the voting icon .

Scroll through the list to view all resolutions.



- 6** For each resolution, select the way in which you wish to vote.

You can split your vote by first clicking the “Split Voting” button at the top of the screen and then adding the number of shares you wish to vote alongside each voting choice.

When selected, a confirmation message will appear.



- 7** To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press “Cancel”.

To return to the voting screen whilst the poll is open, select the voting icon .



- 8** If you would like to ask a question, click on the message icon  and type the question at the bottom of the screen.



Entitlement to attend, participate and vote

1. Only those members registered on the Company's register of members at 6pm on Monday 3 May 2021 (or in the event of any adjournment, 6pm on the date which is two working days prior to the adjourned meeting) shall be entitled to attend electronically, ask questions online in written form and vote at the AGM. Changes to the register of members after this time will be disregarded in determining the rights of any person to attend electronically, ask questions online in written form and vote at the AGM.
2. In the case of joint holders, the vote of the senior joint holder who tenders a vote, whether during the audiocast or in proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders appear in the Company's register of members (the first-named being the most senior).

Appointment of proxies

3. If you cannot join the AGM, you can appoint the chair of the meeting, or any other person, to join the audiocast, ask questions online in written form and vote on your behalf. This person is called your proxy. Your proxy does not need to be a shareholder. Please see appendix 2 (paragraph 5) for how to obtain the details that your proxy will need to be able to join the meeting.
4. Where no specific instruction is given, your proxy may vote at his/her own discretion or refrain from voting as he/she sees fit. You can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by you. Details on how to appoint the chair of the meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy.
5. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the registrar's helpline on +44 (0)370 707 1055. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).
6. To be valid, any Form of Proxy or other instrument appointing a proxy (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority) must be received by the registrar at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 12 noon on Monday 3 May 2021.
7. If you would like to submit your Form of Proxy electronically, you may do so by going to www.investorcentre.co.uk/eproxy. You will need your Control Number, SRN and PIN which can be found on your Form of Proxy.
8. The submission of a Form of Proxy does not prevent you from joining and voting during the audiocast. If you have appointed a proxy and join the audiocast, your proxy appointment will be automatically terminated.

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority shall be determined by the order in which the names of the holders appear in the Company's register of members (the first-named being the most senior).

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy instruction service may do so for the AGM to be held on 5 May 2021 and any adjournment(s) of it by using the procedures described in the CREST Manual (available at www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their CREST sponsors or voting service providers, who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID number 3RA50) by 12 noon on Monday 3 May 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001, as amended.

Changing proxy instructions

14. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above.

If you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy form, please contact the registrar's helpline on +44 (0)370 707 1055. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).

15. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Notes continued

Nominated persons

16. Any persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ('Nominated Persons') may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy.

Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the registered holder of the shares as to the exercise of voting rights.

17. The statement of the rights of shareholders in relation to the appointment of proxies set out above does not apply to Nominated Persons. The rights described in these Notes can only be exercised by shareholders of the Company.

Corporate representatives

18. Any corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Voting by way of a poll

19. Voting on each resolution will be conducted by way of a poll. The Company believes that a poll is more representative of shareholders' voting intentions because shareholder votes are counted according to the number of votes held and all votes tendered are taken into account. The results of the poll will be announced to the London Stock Exchange and will be made available on the Company's website at www.clarksons.com as soon as practicable following the conclusion of the AGM.

Shareholder requisition rights

20. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or
- (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006.

The Company may not require the shareholder requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

21. Under sections 338 and 338A of the Companies Act 2006, a member or members meeting the qualification criteria in those sections have the right to require the Company:

- (i) To give to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or

- (ii) To include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless:

- a. (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment of the Company's constitution or otherwise); or
- b. it is defamatory of any person; or
- c. it is frivolous or vexatious.

The Company will give notice of such a resolution or of such other business if sufficient requests have been received in accordance with section 338(3) and 338A(3) of the Companies Act 2006.

Questions at the AGM

22. Any member attending the meeting has the right to ask questions. As the meeting is being conducted electronically by audiocast, members will be asked to submit written questions through the messaging facility. The Company must answer any question relating to the business of the meeting, except in certain circumstances, including: (i) if to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

23. It may not be possible for all questions to be answered during the time set aside for questions at the meeting. If this is the case, your question will be answered by email or post following the meeting.

Documents for inspection

24. Copies of the following documents are available on request from the Group Company Secretary by emailing Company.Secretary@clarksons.com:

- (i) copies of the service contracts of the Executive Directors of the Company; and
- (ii) copies of the letters of appointment of the Non-Executive Directors of the Company.

In addition, copies will be made available at www.clarksons.com from at least 15 minutes prior to the start of the AGM and up until the end of the AGM.

Availability of this Notice

25. A copy of this Notice of AGM, and other information required by section 311A of the Companies Act 2006, can be found at www.clarksons.com.

Electronic addresses

26. Any electronic address provided in this or any other related document (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

Issued share capital and total voting rights

27. As at 19 March 2021, being the latest practicable date prior to the publication of this document, the Company's issued share capital consisted of 30,405,790 ordinary shares, carrying one vote each. The Company does not hold any ordinary shares in the capital of the Company in treasury. Therefore, the total voting rights in the Company as at 19 March 2021 was 30,405,790.

**Clarkson PLC
Commodity Quay
St Katharine Docks
London E1W 1BF
United Kingdom
+44 20 7334 0000**

www.clarksons.com