

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO BE TAKEN YOU SHOULD CONSULT AN INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000, OR AN OTHERWISE APPROPRIATELY QUALIFIED PERSON IMMEDIATELY. IF YOU HAVE SOLD OR TRANSFERRED ALL OF YOUR ORDINARY SHARES IN CLARKSON PLC, YOU SHOULD SEND THIS DOCUMENT, AND THE ENCLOSED FORM OR PROXY, TO THE BANK, STOCKBROKER OR OTHER AGENT THROUGH WHOM THE SALE WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.**



**CLARKSONS**  
The heart of global shipping

## Notice of annual general meeting

Notice is hereby given that the thirty-third annual general meeting of the members of Clarkson PLC (the "Company") will be held at St. Magnus House, 3 Lower Thames Street, London EC3R 6HE on Wednesday 7 May 2008 at 11 am for the following purposes:

### As ordinary business

1. To receive and adopt the directors' report and accounts for the year ended 31 December 2007 and the auditors' report thereon.
2. To declare a final dividend of 26 pence per ordinary share of 25 pence each in respect of the year ended 31 December 2007, making with the interim dividend of 14 pence per ordinary share already paid, a total dividend for the year of 40 pence per ordinary share.
3. In accordance with article 90 of the Company's articles of association, to re-elect Mr R J Benton, who retires by rotation, as a director of the Company.
4. To approve the report of the remuneration committee of the board of directors for the financial year ended 31 December 2007.
5. To re-appoint Ernst & Young LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid.
6. To authorise the directors of the Company to agree the remuneration of the auditors.

### As special business

7. To consider and, if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution:

That:

- (a) for the purpose of Section 80 of the Companies Act 1985 (the "Act"), the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to a maximum of 6,259,796 ordinary shares (being one-third of the issued share capital), such authority to expire on the conclusion of the annual general meeting of the Company in 2009 (or, if sooner, 15 months from the date of passing this resolution) but to be capable of previous revocation or variation from time to time by the Company in general meeting and of renewal from time to time by the Company in general meeting for a further period not exceeding one year;
- (b) the Company may make any offer or agreement before the expiry of the authority conferred by this resolution that would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired; and
- (c) the authority conferred by this resolution shall be in substitution for and to the exclusion of all and any previous authorities given to the directors to allot relevant securities pursuant to Section 80 of the Act, but without prejudice to any allotment, offer or agreement made or entered into prior to the passing of this resolution.

#### Explanatory note to resolution 7:

The Companies Act 1985 requires that the directors' authority to allot shares be subject to the approval of shareholders in general meeting. The authority was last granted at the 2007 annual general meeting for a one year period. Since then, the directors have issued 469,752 new ordinary shares in respect of certain acquisitions. The directors feel it would be prudent to renew this power at the 2008 annual general meeting in order to provide the Company with flexibility to issue a small number of shares for cash on a non pre-emptive basis.

8. To consider and, if thought fit, to pass the following resolution which is proposed as a special resolution:

That the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 (the "Act"), subject to and conditional upon the passing of resolution 7 above, to:

- (a) allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 7 above in accordance with Section 80 of the Act as if Section 89(1) of the Act did not apply to any such allotment; and