

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 OF PROXY AND/OR FORM OF DIRECTION, TO THE BANK, STOCKBROKER OR OTHER AGENT THROUGH WHOM THE SALE WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.



Notice of annual general meeting

Notice is hereby given that the thirty-fifth 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 12 May 2010 at 11 a.m. for the following purposes:

As ordinary business

1. To receive the accounts of the Company for the financial year ended 31 December 2009, together with the reports of the directors and of the auditors on those accounts.
2. To approve the directors' remuneration report for the year ended 31 December 2009.
3. To declare a final dividend of 27 pence per ordinary share of 25 pence each in respect of the year ended 31 December 2009, making with the interim dividend of 16 pence per ordinary share already paid, a total dividend for the year of 43 pence per ordinary share.
4. In accordance with article 90 of the Company's articles of association, to re-elect Mr J D Woyda, who retires by rotation, as a director of the Company.

Note

Jeff Woyda was appointed a director of the Company in November 2006. Having qualified with KPMG, Jeff spent 13 years at GNI where he was Chief Operating Officer and a member of the Gerrard Group plc Executive Committee. Jeff then spent time in the software industry with Membertrack and Immersive Education. Following formal performance evaluation, the Board considers that Jeff's performance continues to be effective and to demonstrate commitment to the role. His re-election will take effect at the conclusion of the meeting.

5. In accordance with article 90 of the Company's articles of association, to re-elect Mr E W Warner, who retires by rotation, as a non-executive director of the Company.

Note

Edmond Warner is a non-executive director of The Eastern European Trust, the Standard Life European Private Equity Trust and Moneycorp Markets and on 1 December 2009 became a non-executive director of Panmure Gordon & Co plc. In 2006 he successfully sold IFX Group plc, the financial trading and spread betting company, having been its Chief Executive for three years. Previously he was CEO of Old Mutual Financial Services UK, Head of Pan European Equities at BT Alex Brown, and Head of Global Research at Dresdner Kleinwort Benson. Edmond was a top ranked investment strategist in the leading surveys of institutional investors. He lectures on the investment banking industry at Cranfield School of Management. In January 2007 he was appointed Chairman of UK Athletics, the sport's national governing body, with a mandate to lead it through to London 2012 and beyond.

The Chairman has confirmed, following the formal performance evaluation conducted during 2009, that Edmond continues to be effective in, and demonstrate commitment to, his role, including commitment of time for Board and committee meetings. The Board is content that Edmond is independent in character and there are no relationships or circumstances likely to affect his character or judgment. Accordingly, the Board unanimously recommends Edmond's re-election, which will take effect at the conclusion of the meeting.

6. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid.

7. To authorise the directors of the Company to agree the remuneration of the auditors.

As special business

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

That:

(a) the directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "2006 Act") to:

(i) allot shares in the Company, and to grant rights to subscribe for, or to convert any security into, shares in the Company:

(A) up to a maximum aggregate nominal amount of £1,582,058; and

(B) comprising equity securities (as defined in the 2006 Act) up to a maximum aggregate nominal amount of £3,164,115 (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:

(I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

(II) to people who are holders of 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;

such authority to expire on the conclusion of the annual general meeting of the Company in 2011 (or, if sooner, 18 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 a general meeting and of renewal from time to time by the Company in a general meeting for a further period not exceeding one year; and

(ii) make any offer or agreement before the expiry of the authority conferred by this resolution that would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after this authority has expired and the directors may allot shares and grant rights in pursuance of any such offer or agreement as if this authority had not expired; and

(b) 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 pursuant to Section 80 of the Companies Act 1985 (the "1985 Act"), but 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 or entered into by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Explanatory note to resolution 8:

The 2006 Act requires that the directors' authority to allot shares or grant rights to subscribe for, or convert any security into, shares be subject to the approval of members in a general meeting. The authority conferred on the directors at last year's annual general meeting under Section 80 of the 1985 Act to allot shares expires on the date of the forthcoming annual general meeting. Accordingly, this resolution seeks to grant a new authority under Section 551 of the 2006 Act (which has superseded Section 80 of the 1985 Act) to authorise the directors to allot shares (including treasury shares) in the Company or grant rights to subscribe for, or convert any security into, shares in the Company. The Company's directors intend to renew this authority annually.

Paragraph (A) of the resolution will, if passed, authorise the directors to allot shares or grant rights to subscribe for, or to convert any security into, such shares in the Company up to a maximum nominal amount of £1,582,058. This amount represents 33% of the Company's existing

issued ordinary share capital (excluding treasury shares) as at 18 March 2010 (being the latest practicable date prior to publication of this notice). Paragraph (B) of the resolution authorises the directors to allot, including the shares referred to in (A), further of the Company's unissued shares up to an aggregate nominal amount of £3,164,115 in connection with a pre-emptive offer to existing members by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas members to whom the rights issue cannot be made due to legal and practical problems). This is in accordance with the latest institutional guidelines published by the Association of British Insurers.

9. 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 generally empowered pursuant to Section 570 and Section 573 of the 2006 Act, subject to and conditional upon the passing of resolution 8 above, and in place of all existing powers, to allot equity securities (as defined in the 2006 Act) for cash, pursuant to the authority conferred by resolution 8 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 annual general meeting of the Company in 2011 (or, if sooner, 18 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 issue (but in the case of the authority granted under resolution 8(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 8(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 £237,309.

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 8 above" were omitted.

Explanatory note to resolution 9:

Under Section 561(1) of the 2006 Act, if the directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares, or sell treasury shares for cash (other than pursuant to an employee share scheme) they must first be offered to existing members in proportion to their existing holdings, although this requirement may be disapplied by a special resolution of the members. This power was last granted at the 2009 annual general meeting until the conclusion of the 2010 annual general meeting. It is proposed to renew the authority under Sections 570 and 573 of the 2006 Act. If approved, other than in connection with a rights issue or any other pre-emptive offer concerning equity securities, the authority contained in this resolution will be limited to the issue of shares for cash up to an aggregate nominal value of £237,309 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which represents approximately 5% of the Company's issued ordinary share capital as at 18 March 2010 (being the latest practicable date prior to the publication of the notice). In accordance with the Pre-emption Group's Statement of Principles, the Board confirms its intention that no more than 7.5% of the issued share capital (excluding treasury shares) will be issued for cash on a non pre-emptive basis during any rolling three-year period. The directors intend to renew this authority annually.

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

That the Company 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 25p each of the Company provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 1,898,469 (representing 10 per cent 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 25p;
- (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 set to a price equal to 105 per cent of the average of the middle market quotations for the ordinary shares 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 or 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 ("SETS"));
- (d) unless previously renewed, revoked or varied, this authority shall expire on the conclusion of the annual general meeting of the Company in 2011 (or, if sooner, 18 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.

Explanatory note to resolution 10:

This resolution renews the authority granted at last year's annual general meeting which expires on the date of the forthcoming annual general meeting and authorises the Company to make market purchases of its own ordinary shares as permitted by the 2006 Act.

The directors consider that it would be appropriate and in the best interests of the Company to seek authority to make market purchases of its ordinary shares on the London Stock Exchange. The authority will be exercised only if the directors believe that to do so would be likely to promote the success of the Company for the benefit of its members as a whole. As at 18 March 2010 there were options over 40,000 ordinary shares in the capital of the Company which represent 0.2% of the Company's issued ordinary share capital at that date. If the authority to purchase the Company's ordinary shares was exercised in full, these options would represent 0.2% of the Company's issued ordinary share capital. It is the Board's intention to seek to renew the authority at the next annual general meeting and to make such renewal part of the regular business of the annual general meeting.

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

That with effect from the end of the meeting, the articles of association produced to the meeting and initialled for the purpose of identification by the Chairman of the meeting be hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Explanatory note to resolution 11:

Resolution 11 seeks approval to adopt new articles of association (the "New Articles") of the Company in order to update the Company's current articles of association (the "Current Articles") primarily to take account of the coming into force of the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations"), the implementation of the last parts of the 2006 Act and amendments to the Uncertificated Securities Regulations 2001. As the proposed changes affect various provisions in the Company's Current Articles, it is considered more practical to seek to replace the Current Articles in full rather than to seek approval for numerous individual amendments. The principal changes introduced in the New Articles are summarised in Appendix 1. Other changes, which are of a minor, technical or clarifying nature, or conform the language of the New Articles with that used in the model articles for public companies, have not been noted in Appendix 1.

The New Articles and the Current Articles will be available for inspection at St Magnus House, 3 Lower Thames Street, London, EC3R 6HE from 31 March 2010 until the close of the annual general meeting on 12 May 2010, and also on the date and at the place of the meeting for at least 15 minutes prior to and during the annual general meeting.

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

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

Explanatory note to resolution 12:

This special resolution is required as a result of the Shareholders' Rights Regulations, which came into force on 3 August 2009. The Shareholders' Rights Regulations require listed companies to call general meetings on at least 21 clear days' notice unless, *inter alia*, the members approve the holding of general meetings (other than annual general meetings) on a shorter notice period, which cannot however be less than 14 clear days' notice, by passing a special resolution. The Company undertakes to meet the requirements for electronic voting under the Shareholders' Rights Regulations before calling a general meeting on 14 clear days' notice. If given, the approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

13. To consider and if thought fit, to pass the following resolution which is proposed as an ordinary resolution:

That the Clarkson PLC Sharesave Plan (the "Plan") produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be and is hereby approved, and the directors be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to carry the Plan into effect and including, but not limited to:

- (a) making such modifications to the Plan as they may consider appropriate to take account of the requirements of HM Revenue & Customs, for the implementation and adoption of the Plan as so modified, and to do all such other acts and things as they may consider appropriate to implement the Plan; and
- (b) establishing further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Plan.

Explanatory note to resolution 13:

Resolution 13 seeks approval to introduce a new HM Revenue & Customs approved all-employee sharesave plan to encourage employee share ownership throughout the group. The main terms of the Sharesave Plan are summarised in Appendix 2.

A copy of the draft rules of the Clarkson PLC Sharesave Plan will be available for inspection at St Magnus House, 3 Lower Thames Street, London EC3R 6HE during normal business hours on any weekday (Saturdays and English public holidays excepted) from 31 March 2010 until the close of the annual general meeting on 12 May 2010 and at the place of the annual general meeting for at least 15 minutes prior to and during the annual general meeting.

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its members as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

By order of the Board
Steve Deasey
Secretary

31 March 2010

Registered office:
St. Magnus House
3 Lower Thames Street
London EC3R 6HE

Notes

1 Entitlement to attend and vote

The right to attend and vote at the meeting is determined by reference to the Company's register of members. Only a member entered in the register of members at 11 a.m. on 10 May 2010 (or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting) is entitled to attend and vote at the meeting and a member may vote in respect of the number of ordinary shares registered in the member's name at that time. Changes to the entries in the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

2 Proxies

A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend, speak and vote at the meeting in his stead. A proxy need not be a member of the Company. If a member appoints more than one proxy to attend the meeting, each proxy

must be appointed to exercise the rights attached to a different share or shares held by the member. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.

As an alternative to completing and returning the printed proxy form, you may submit your proxy electronically by accessing www.eproxyappointment.com. For security purposes, members will need to provide their control number, shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of their proxy online. Members' individual control, SRN and PIN numbers are shown on the printed proxy form. For further information, see the instructions printed on the proxy form. You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purposes other than those expressly stated. If a member wishes to appoint more than one proxy, the member should contact the Computershare Contact Centre on telephone number 0870 707 1055. In any case your proxy form must be received by the Company's registrars no later than 11 a.m. on Monday, 10 May 2010 (or, if this meeting is adjourned, 48 hours before the time of any adjourned meeting).

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID number 3RA50) by 11 a.m. on Monday, 10 May 2010 (or, if this meeting is adjourned, 48 hours before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat a proxy appointment sent by CREST as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Completion and return of a proxy form, or electronic proxy appointment, or any CREST proxy instruction will not prevent you from attending and voting at the meeting, if you wish. Further details of the appointment of proxies are given in the notes to the proxy form enclosed with this pack.

3 Corporate representatives

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 they do not do so in relation to the same shares.

4 Nominated persons

Any person to whom this notice is sent who is a person nominated under Section 146 of the 2006 Act to enjoy information rights (a "Nominated Person") should note that the provisions in Notes 2 and 3 above concerning the appointment of a proxy or proxies to attend the meeting in place of a member do not apply to a Nominated Person as only members have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between him/her and the member by whom he/she was nominated to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right, or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

5 Total number of shares and voting rights

As at 18 March 2010 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 18,984,691 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 18 March 2010 are 18,984,691.

6 Members' requests under Section 527 of the 2006 Act

Under Section 527 of the 2006 Act, members meeting the threshold requirements set out in that Section have the right to require the Company to publish a statement on a website 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 annual general meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, 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 annual general meeting includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

7 Members' rights to ask questions

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) 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) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

8 Inspection of documents

Copies of all directors' service contracts and letters of appointment with the Company or its subsidiaries and a copy of the Current Articles and the New Articles will be made available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from 31 March 2010 until the close of the annual general meeting on 12 May 2010, and also on the date and at the place of the meeting for at least 15 minutes prior to and during the annual general meeting.

9 Signing Procedures

In the case of joint holders, (i) only one needs to sign, and (ii) the vote of the senior holder who tenders a vote, whether in person or by proxy or (in the case of a corporation) by an authorised representative, will alone be counted. For this purpose seniority will be determined by the order in which the names appear in the Register of Members in respect of the joint holding.

If the form of proxy is signed by someone else on your behalf, the power of attorney or any other authority under which it is signed (or a duly certified copy of such power of authority) must be included with the proxy form.

10 Website

A copy of this notice, and other information required by Section 311A of the 2006 Act, can be found at www.clarksons.com.

APPENDIX 1

MATERIAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

EXPLANATORY NOTES

1. The Company's objects and statement of members' limited liability

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and Current Articles. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The 2006 Act significantly reduces the constitutional significance of a company's memorandum. The 2006 Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in a company.

Under the 2006 Act, the objects clause and most other provisions which were formerly contained in a company's memorandum are deemed to be contained in a company's articles of association, but a company can remove these provisions from the articles of association by special resolution.

Furthermore, the 2006 Act states that, unless a company's articles of association provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason, the Company is proposing to remove its objects clause, together with all other provisions of its memorandum which, by virtue of the 2006 Act, are treated as forming part of the Current Articles as from 1 October 2009.

As the effect of this will be to remove the statement currently in the Company's memorandum regarding limited liability, the New Articles include an express statement regarding the limited liability of the members.

2. Authorised share capital and unissued shares

The 2006 Act abolished the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can allot at any time because allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

3. Redeemable shares

Previously, under the 1985 Act, if a company wished to issue redeemable shares, it had to include in its articles of association the terms and manner of redemption. The 2006 Act enables directors to determine such matters instead if they are so authorised by the articles of association. The New Articles contain such an authorisation. The Company currently has no plans to issue redeemable shares but, if it did so, the directors would need members' authority to issue new shares in the usual way.

4. Transfer of Shares

The 2006 Act requires the Company to give reasons for any refusal to register a transfer of shares.

5. Authority to purchase own shares, consolidate and sub divide shares, and reduce share capital

Previously, under the 1985 Act, a company required specific enabling provisions in its articles of association to purchase its own shares, to consolidate or subdivide its shares and to reduce its share capital or other undistributable reserves, as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the 2006 Act a company only requires shareholder authority to do any of these things and it will no longer be necessary for articles of association to contain enabling provisions. Amendments have been made to the New Articles to reflect these changes.

6. Stock

The Current Articles permit the conversion of fully paid-up shares into stock. This ability to convert fully paid-up shares into stock has been repealed in the 2006 Act. Section 620 of the 2006 Act preserves a company's ability to re-convert existing stock back into paid-up shares of any nominal value by way of an ordinary resolution, but it removes the requirement for prior authorisation in the articles of association (previously a company could only re-convert stock back into shares if provision for this was made in its articles of association). It is therefore not necessary to retain this provision in the New Articles.

7. Use of seals

Under the 1985 Act, a company required authority in its articles of association to have an official seal for use abroad. Under the 2006 Act, such authority is no longer required and has been removed from the New Articles.

8. Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the 2006 Act share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

9. Records to be kept

The provision in the Current Articles requiring the directors to keep accounting records has been removed as this requirement is contained in the 2006 Act.

10. Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills.

11. Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the 2006 Act so that it now provides that each proxy appointed by a member has one vote on a show of hands, unless the proxy is appointed by more than one member, in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles reflect these changes.

12. Voting by corporate representatives

The Shareholders' Rights Regulations have amended the 2006 Act in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

13. Electronic conduct of meetings

Amendments made to the 2006 Act by the Shareholders' Rights Regulations specifically provide for the holding and conduct of electronic meetings. The Current Articles have been amended to reflect more closely the relevant provisions.

14. Chairman's casting vote

The New Articles do not contain a provision giving the Chairman a casting vote in the event of an equality of votes as this is no longer permitted under the 2006 Act.

15. Adjournments for lack of quorum

The Shareholders' Rights Regulations have amended the 2006 Act to require meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement by making the Chairman's discretion to set the time and place of a general meeting subject to the provisions of the 2006 Act.

16. Voting record date

Under the 2006 Act, as amended by the Shareholders' Rights Regulations, the Company must determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The New Articles reflect this requirement.

17. Proxies to vote in accordance with instructions

Under the 2006 Act, as amended by the Shareholders' Rights Regulations, proxies are required to vote in accordance with instructions given by the member to whom the proxy is appointed. The New Articles state that the Company is not required to confirm that a proxy has followed instructions and they also state that a failure to vote as instructed does not invalidate the proceedings on the resolution.

18. Meetings in more than one place

The New Articles contain provisions that clarify the circumstances in which meetings can be held in more than one place, how the quorum requirements work in this context and where the meeting will be deemed to be held.

19. Conduct at general meetings

The New Articles contain provisions to ensure that the Chairman and the directors have adequate powers to ensure the orderly conduct of business at general meetings.

20. Returned notices

As permitted by the 2006 Act, the New Articles introduce a new provision to the effect that if any documents or information, sent by the Company to a member by post in accordance with the New Articles, have been returned undelivered on at least two consecutive occasions or on one occasion and reasonable enquiries have failed to establish the member's address, the member will only be entitled to receive such further communications upon provision of a new address to the Company.

21. General

We have taken the opportunity to clarify some other wording of the Current Articles. In some areas we thought it appropriate to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

APPENDIX 2

SUMMARY OF PRINCIPAL TERMS OF THE CLARKSON PLC SHARESAVE PLAN (THE “PLAN”)

1. Operation

The operation of the Plan will be supervised by the board of directors of the Company (the “Board”). The Plan will be submitted to HM Revenue & Customs (“HMRC”) for approval to enable tax favoured options to be granted over Shares to UK resident employees.

2. Eligibility

All employees and full-time directors of the Company and any designated participating subsidiary who are UK resident taxpayers are eligible to participate in the Plan. The Board may require employees to have completed a qualifying period of employment of up to five years before they are eligible to participate in the Plan. The Board may allow other employees to participate.

3. Grant of options

Options can only be granted to employees who enter into an approved savings contract with a designated bank or building society, under which monthly savings are made as deductions from pay. The participant must select the date on which his or her savings will be repaid to him or her (the maturity date) which may be three, five or seven years after the start of the contract.

Invitations to participate in the Plan may be issued only during the period of 42 days commencing on any of the following: the approval of the Plan by HMRC; the announcement of the Company’s results for any financial period; any changes to the legislation affecting savings-related share option schemes being announced, made or coming into effect; a resolution by the Board that exceptional circumstances have arisen to justify the grant of options; or restrictions on the grant or offer of options under any share dealing code ceasing to apply.

4. Individual participation

Monthly savings by an employee under all savings contracts linked to options granted under any sharesave scheme may not exceed the statutory maximum (currently £250). The Board may set a lower limit in relation to any particular grant.

The number of Shares over which an option is granted will be such that the total option price payable for those Shares will correspond to the proceeds on the maturity date of the related savings contract.

5. Option price

The price per Share payable upon the exercise of an option must not be less than the higher of: (i) 80 per cent. of the average middle-market quotation of a Share on the London Stock Exchange on the three days preceding a date specified in an invitation to participate in the plan (or such other day or days as may be agreed with HMRC); and (ii) if the option relates only to new issue Shares, the nominal value of a Share.

The option price will be determined by reference to dealing days which fall within six weeks of the announcement by the Company of its results for any period or at any other time when the Board considers there to be exceptional circumstances which justify offering options under the Plan.

6. Exercise of options

Options will normally be exercisable for a six month period from the third, fifth or seventh anniversary of the commencement of the related savings contracts. Earlier exercise is permitted, however, in the following circumstances:

- following cessation of employment by reason of death, injury, disability, redundancy, retirement on reaching age 60 (or any other age at which the employee is bound to retire under his terms of employment) or the business or company that the employee works for ceasing to be part of the Company’s group;

- when an employee reaches 60;
- where employment ceases more than three years from grant for any reason other than dismissal for misconduct; and
- in the event of a takeover, amalgamation, reconstruction or winding-up of the Company, except in the case of an internal corporate re-organisation when the Board may decide to exchange existing options for equivalent new options over shares in a new holding company.

Except where stated above, options will lapse on cessation of employment or directorship with the Company's group.

Shares will be allotted or transferred to participants within 30 days of exercise.

7. Overall plan limits

The Plan may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than 10 per cent of the issued ordinary share capital of the Company under the Plan and any other employee share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of these limits unless the institutional investors decide that they need not count.

8. Variation of capital

If there is a variation in the Company's share capital then the Board may, subject to HMRC approval, make such adjustment as it considers appropriate to the number of Shares under option and the option price.

9. Rights attaching to Shares

Any Shares allotted when an option is exercised under the Plan will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

10. Alterations to the Plan

The Board may amend the provisions of the Plan in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, the Shares to be acquired and the adjustment of options.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

11. Overseas plans

The shareholder resolution to approve the Plan will allow the Board, without further shareholder approval, to establish further plans for overseas territories, any such plan to be similar to the Plan, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Plan.