

# TClarke

## Notice of the 104th TClarke Annual General Meeting 10am Friday 6th May 2016

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

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in TClarke plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Building innovation  
Building relationships  
Building services



**200 Aldersgate  
St Paul's  
London  
EC1A 4HD**

## Directions



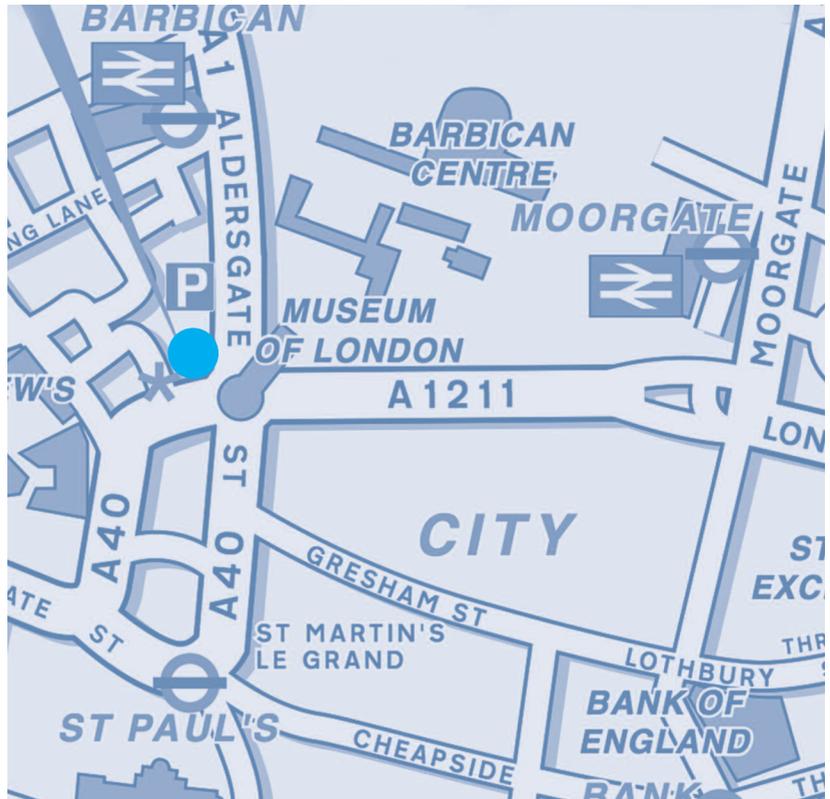
### **By Underground, St Paul's - Central line**

On exiting the station follow St Martin Le-Grand north towards Aldersgate Street and the Museum of London. When you arrive at the Museum of London roundabout the venue is located on the left. Look for the circular artwork in the window and go through the revolving doors.



### **By Underground, Barbican - Circle, Metropolitan and Hammersmith & City lines**

On exiting the station turn right on to Aldersgate Street. Follow Aldersgate Street south towards London Wall and the Museum of London. As you arrive at the roundabout for Museum of London the venue is on the right. Cross over the zebra crossing and look for the circular artwork in the window and go through the revolving doors to reception.



### **By Train**

Aldersgate is located near Moorgate and Farringdon railway stations, and is around a 10 minute walk from both.



### **By Bus**

The closest bus stop is at the Museum of London and is served directly by the number 4 and 56. Other services also serve Barbican and St Pauls and the venue is a short walk from both these locations.



### **By Bicycle**

The nearest Santander Cycles docking stations are located directly outside 200 Aldersgate and adjacent to the Museum of London.



### **Parking**

The closest car park is located next to the venue at 158-170 Aldersgate Street. Visit [www.ncp.co.uk](http://www.ncp.co.uk) for more details.

# TClarke

4th April 2016

Dear Shareholder,

## Annual General Meeting

It is with pleasure that I hereby send you the Notice of this year's Annual General Meeting ('AGM') for shareholders of TClarke plc ('the Company') which will be held at **200 Aldersgate, St Paul's, London EC1A 4HD at 10am on Friday 6th May 2016.**

The AGM is an important opportunity for all shareholders to express their views by raising questions and voting and we therefore encourage you to attend.

If you would like to vote on the resolutions, but cannot attend the AGM, please fill in the proxy form sent to you with this notice and return it to Capita Asset Services as soon as possible. The proxy form must be received by 10am on Wednesday 4th May 2016 in order to count towards the vote.

## Final dividend

Shareholders are being asked to approve a final dividend of 2.6p per ordinary share for the year ended 31st December 2015. Subject to shareholder approval the final dividend will be paid on 13th May 2016 to shareholders who were on the register of members on 15th April 2016.

## Recommendation

The Directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its members as a whole and that they are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

**Iain McCusker**

Chairman

## TClarke plc

Registered and Head Office:  
45 Moorfields, London EC2Y 9AE

Telephone: 020 7997 7400

Website: [www.tclarke.co.uk](http://www.tclarke.co.uk)

Email: [info@tclarke.co.uk](mailto:info@tclarke.co.uk)

Registered in England No. 119351

**Notice is hereby given that the Annual General Meeting ("AGM") of TClarke plc ("the Company") will be held at:**

**200 Aldersgate, St Paul's,  
London EC1A 4HD  
on Friday 6th May 2016 at 10am.**

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 to 13 will be proposed as special resolutions.

## Ordinary resolutions

- 1. That the audited financial statements for the year ended 31st December 2015 as set out on pages 80 to 132 of the TClarke Annual Report and Financial Statements 2015 be approved together with the directors' and auditors' reports thereon.**
- 2. That the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration for the year ended 31st December 2015 set out on pages 55 to 56 and 62 to 68 of the Annual Report and Financial Statements 2015 be approved.**

Resolution 2 seeks shareholder approval for the Annual Statement by the Chair of the Remuneration Committee on pages 55 to 56 of the Annual Report and Financial Statements and the Annual Report on Remuneration on pages 62 to 68 of the Annual Report and Financial Statements. The Annual Report on Remuneration provides details of the implementation of the Company's current remuneration policy in terms of the payments and share awards made to the Directors in connection with their performance and that of the Company during the year ended 31st December 2015. This vote is advisory and will not affect the way in which the policy has been implemented.

- 3. That the payment of a final dividend of 2.6p per ordinary share in respect of the year ended 31st**

**December 2015, as recommended by the directors, be approved.**

- 4. That Mrs B.A. Stewart, having served more than ten years on the board and in order to comply with provision B.7.1 of the UK Corporate Governance Code, is to retire on an annual basis and, being eligible, be re-elected a non-executive director of the Company.**

**Biography: Beverley Stewart, independent non-executive director.** Appointed to Board: 1st January 2005. Age 55.

- Degree in Building Economics.
- Qualified as a Chartered Surveyor in 1988.
- Gained over 15 years experience at Axtell Yates Hallett where became a Partner before becoming owner of a partnership providing project management, cost planning and asset management consultancy.
- Over 25 years Board level experience in the construction industry.
- Successful career in delivery of Real Estate Integration programmes and Occupier Real Estate reorganisation for corporate clients.

**Proposal for re-election:** The Board has conducted a performance evaluation for Mrs. Stewart. Her performance continues to be effective while demonstrating commitment to the role.

- 5. That Mr. M. Lawrence who is to retire by rotation in accordance with the Company's articles of association, being eligible, be re-elected a director of the Company.**

**Biography: Mark Lawrence, Group chief executive officer.** Appointed to Board: 2nd May 2003. Age 48.

- 31 years with the Company following completion of an electrical apprenticeship with the Company in 1987.
- Progression through the Company including electrical engineer, technical director (1997), executive director (2003), managing director - London Operations (2007). chief executive officer from 1st January 2010.
- A hands-on leader who takes personal accountability, and pride, in TClarke's performance and, ultimately, our client's satisfaction.
- Regularly walks projects sites and gets involved personally with many of our clients, contractors and our supply chain.

**Proposal for re-election:** The Board has conducted a performance evaluation for Mr Lawrence. His performance continues to be effective while demonstrating commitment to the role.

**6. That Mr. M. Walton, who is to retire by rotation in accordance with the Company's articles of association, being eligible, be re-elected a director of the Company.**

**Biography: Martin Walton, Group finance director**

Appointed to Board: 26th October 2010. Age 51.

- Chartered accountant with over 25 years experience in the profession and within industry.
- Worked with numerous plcs across a range of sectors with KPMG and BDO.
- First Class Honours Degree in Accountancy and Finance from the London School of Economics.
- Joined TClarke as group financial controller October 2007.
- Led the implementation of the Group's management reporting system.

**Proposal for Re-election:** The Board has conducted a performance evaluation for Mr. Walton. His performance continues to be effective while demonstrating commitment to the role.

**7. That Mr. M. Robson, is elected as a non-executive director in accordance with article number one hundred and six of the Company's articles of association.**

**Biography: Mike Robson, independent non-executive director.** Appointed to Board: 18th November 2015. Age 55.

- Chartered Accountant with experience of audit, financial management and reporting gained at PwC and in industry.
- 23 years Board level experience in a range of business sectors as a finance director, managing director, owner or advisor.
- Strong focus on improving business performance and developing management teams.
- Launched, developed and successfully sold his own internationally based business.

*External Appointments:*

- Director, Azure Partners Ltd

**Proposal for Election:** The Board considers that Mr M. Robson has wide ranging experience and business acumen that will benefit the Company. The Board has

undertaken a due diligence exercise and concluded that Mr M. Robson is free from any relationship with the executive management of TClarke plc that could materially interfere with the exercise of his independent judgement. Having satisfied itself of Mr M. Robson's independence, the Board recommends his election as non-executive director.

**8. That PricewaterhouseCoopers LLP Chartered Accountants be re-appointed as auditors to the Company.**

**9. That the directors be authorised to fix the auditors' remuneration.**

**10. That, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out in the memorandum and articles of association of the Company, is hereby revoked and deleted and shall no longer apply to the Company's share capital.**

The Companies Act 2006 abolished the concept of a required restriction on a company's authorised share capital. The Company's current Articles of Association ("Articles") contain a statement of the Company's authorised share capital and this resolution seeks to remove the restriction to the Company's authorised share capital, in accordance with the Companies Act 2006. This means that there is no prescribed maximum number of shares which the Company may issue. Notwithstanding this amendment, however, the directors will still be required to seek authorisation from shareholders under Section 551 of the Companies Act 2006 for directors' authority to allot shares in the Company or grant rights to subscribe for or to convert securities into shares of the Company. The removal of authorised share capital may be done by adopting new Articles by passing a special resolution, yet may also be approved by an ordinary resolution and it is by this means that the Company has decided to follow.

**11. That the directors be and are hereby generally and unconditionally authorised, in place of any such authorities previously granted, all of which are hereby revoked and cancelled to the extent not previously utilised, to exercise all powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company in accordance with Section 551**

of the Companies Act 2006 up to an aggregate nominal amount of £1,394,318 provided that this authority shall expire at the close of the next annual general meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Section 551 of the Companies Act 2006 provides that the directors of a company cannot issue new shares in its capital without the approval of the shareholders. The present authority of the directors to allot shares of the Company was granted at the AGM on 8th May 2015 and will expire at the end of the forthcoming AGM. Resolution 11 seeks to give the directors authority to allot shares or grant rights to subscribe for or convert any security into shares up to a maximum aggregate nominal value of £1,394,318 representing approximately one third of the Company's issued share capital as at 1st April 2016, the last practicable date before publication of this notice. This resolution will allow the directors of the Company flexibility to act in the best interests of the Company and its shareholders by issuing new shares in appropriate circumstances, although the directors have no present intention to exercise the authority. The number of treasury shares held by the Company as at the date of this notice is nil. The directors intend to seek renewal of the authority and powers set out in Resolution 11 at each AGM.

respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective members' numbers of ordinary shares held by them but subject to such exclusions as the directors may consider appropriate to deal with fractional entitlements of holders of the shares or legal or practical problems in or under the laws of any territory outside the United Kingdom or any regulatory body or stock exchange; and

(ii) to the allotment (otherwise than pursuant to subparagraph (i) above) of equity securities up to an aggregate nominal value of £418,295 (being 10 per cent of the issued share capital of the Company).

**The power granted by this resolution shall expire at the close of the next annual general meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted in pursuance of such offer or agreement as if the power conferred hereby had not expired and further provided that this power shall be in substitution for any previous power granted to the directors; provided that Sections 560 and 574 of the Companies Act 2006 apply for the interpretation of this resolution.**

If shares are to be allotted by the Company, Section 561 of the Companies Act 2006 requires that except to the extent disapplied by shareholders, those shares be offered first to existing shareholders in proportion to their shareholdings. However it may sometimes be in the interest of the Company for the directors to have greater flexibility. This authority being sought in resolution 12 to allot equity securities without first offering them to existing shareholders is in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles (the Pre-emption Principles). The Pre-emption Principles were revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of a company's issued share capital provided that the company confirms that it intends to use the additional 5% authority only in connection with an acquisition or capital investment. If approved, this resolution will enable directors to allot shares up to a

## Special resolutions

**12. That subject to the passing of resolution 11, the directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) as if Section 561 of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited:**

**(i) to the allotment of equity securities in connection with a rights or capitalisation issue in favour of ordinary shareholders where the equity securities**

maximum aggregate nominal amount of £418,295, representing approximately 10% of the Company's issued share capital as at 1st April 2016, the last practicable date before publication of this notice.

In accordance with the Pre-emption Principles, the directors confirm that shares representing more than 5% of the Company's issued share capital will only be allotted for cash pursuant to the authority referred to in this resolution, providing that the issue is in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. The directors intend to seek renewal of the authority and powers set out in Resolution 12 at each AGM.

**13. That pursuant to Article 49 of the Articles of Association of the Company but notwithstanding Article 49 (C), the Company is 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 ordinary shares of 10p each in the capital of the Company ('Ordinary Shares') provided that:**

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 4,182,957 (representing 10% of the Company's issued ordinary share capital);**
- (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 10p;**
- (c) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share derived from the London Stock Exchange Daily Official List for the 10 business days immediately preceding the date on which such Ordinary Share is contracted to be purchased;**
- (d) unless previously renewed, varied or revoked, the authority conferred shall expire at the close of the next annual general meeting of the Company or twelve months from the date of this resolution, if earlier; and**
- (e) the Company may make a contract for the purchase**

**of Ordinary Shares under this authority before the expiry of this authority which would or might require to be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of such a contract as if such authority had not expired.**

This resolution seeks authority for the Company to buy back its own shares in a manner consistent with the Articles of Association.

This resolution would be limited to 4,182,957 shares representing 10% of the Company's issued share capital. The minimum and maximum prices to be paid for the shares are stated in the resolution. Any shares purchased in this way may be cancelled and the number of shares in issue would be reduced accordingly, or they may be held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under any Employees' Share Schemes from time to time. The directors consider it prudent to have the flexibility to buy back shares into treasury and to be able to subsequently sell or transfer them if appropriate, if the transaction were to increase the earnings per share and be in the best interests of shareholders generally. The purchase of shares by the Company under this authority would be effected by purchase in the market. It should not be confused with any share dealing facilities that may be offered to shareholders by the Company from time to time. The directors intend to seek renewal of the authority and powers set out in Resolution 13 at each AGM.

By order of the Board  
**Alexandra Dent**  
 Company Secretary  
 TClarke plc  
 45 Moorfields  
 London  
 EC2Y 9AE  
 4th April 2016

## Notes to the notice of annual general meeting

### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
  - 6.00pm on Wednesday 4th May 2016; or,
  - if the AGM is adjourned, at 6.00pm on the day two working days prior to the adjourned meeting, shall be entitled to attend and vote at the AGM.

### Appointment of proxies

2. If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a proxy form with this notice of the AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.
4. A proxy does not need to be a member of the Company. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please refer to the proxy form Explanatory Notes.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

### Appointment of proxy using hard copy proxy form

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold your vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Capita Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF; and
- received by Capita Asset Services no later than 10am on Wednesday 4th May 2016.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

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 - RA10) by Wednesday 6th May 2015 at 10am. 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.

After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. For further information on CREST procedures, limitations and systems timings, please refer to the CREST Manual. In all cases, for a proxy form to be valid, the CREST Voting Service information must be received by the Company's registrars no later than 48 hours before the time appointed for the holding of the AGM.

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 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 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.

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.

### 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. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. 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.

### Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capita Asset Services no later than 10am on 4th May 2016.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

### Corporate representatives

- Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares.

### Issued shares and total voting rights

- As at 12 noon on 1st April 2016 the Company's issued share capital comprised 41,829,577 ordinary shares of 10p each. Each ordinary share carries the right to one vote at a general meeting of the Company and therefore, the total number of voting rights in the Company as at 12 noon on 1st April 2016 is 41,829,577.

### Questions at the AGM

- Under Section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the AGM unless:
  - answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

### Website publication of audit concerns

- Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (sections 527 to 531), where requested by either:

- a member or members having a right to vote at the AGM and holding at least 5% of total voting rights of the Company; or
- at least 100 members having a right to vote at the AGM and holding, on average, at least £100 of paid up share capital;

the Company must publish on its website, a statement setting out any matter that such members propose to raise at the AGM relating to the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM.

Where the Company is required to publish such a statement on its website:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the AGM.

A member wishing to request publication of such a statement on the Company's website must send the request to the Company using one of the following methods:

- in hard copy form addressed to The Company Secretary at TClarke plc, 45 Moorfields, London EC2Y 9AE - the request must be signed by you and please quote your investor code in the letter for authentication purposes - this can be found on your dividend tax voucher, your share certificate or on your proxy voting form;
- by e-mail to [info@tclarke.co.uk](mailto:info@tclarke.co.uk) - please quote 'Audit Concerns' and include your investor code in the email for authentication purposes. This can be found on your dividend tax voucher, your share certificate or on your proxy voting form.

Whichever form of communication is chosen, the request must:

- either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported; and
- be received by the Company at least one week before the AGM.

### Nominated persons

16. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (Nominated Person):

You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (Relevant Member) to be appointed or to have someone else appointed as a proxy for the AGM.

If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.

Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

### Documents on display

17. The following documents will be available for inspection on weekdays (public holidays excepted) during normal business hours at TClarke plc, 45 Moorfields, London EC2Y 9AE during normal business hours and at the AGM venue for at least 15 minutes prior to and during the AGM:
- copies of the service contracts of executive directors of the Company;

- copies of the letters of appointment of the non-executive directors of the Company; and
- a copy of the articles of association of the Company.

### Communication

18. Except as provided above, members who have general queries about the AGM should call our shareholder helpline on 0871 664 0300 if calling within the United Kingdom or +44 (0) 208 639 3399 if calling from outside the United Kingdom. Lines are open 9:00am - 5:30pm Mon-Fri. Calls to the helpline from within the United Kingdom cost 12p per minute (including VAT) from a BT landline. Other service providers' costs may vary. Calls to the helpline from outside the United Kingdom will be charged at applicable international rates. Calls may be recorded and monitored for security and training purposes; no other methods of communication will be accepted.

You may not use any electronic address provided either:

- in this notice of the AGM; or
- any related documents (including the Chairman's letter and proxy form)

to communicate with the Company for any purposes other than those expressly stated.

### Website giving information regarding the AGM

19. Information regarding the AGM, including the information required by Section 311A of the Companies Act 2006 is available from [www.tclarke.co.uk](http://www.tclarke.co.uk)

# TClarke

**TClarke plc**

45 Moorfields

London EC2Y 9AE

020 7997 7400

**[www.tclarke.co.uk](http://www.tclarke.co.uk)**