

NOTICE OF THE 105th
TCLARKE ANNUAL GENERAL MEETING
10AM FRIDAY 5TH MAY 2017

TClarke

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 to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

200 Aldersgate
St Paul's
London
EC1A 4HD

Directions



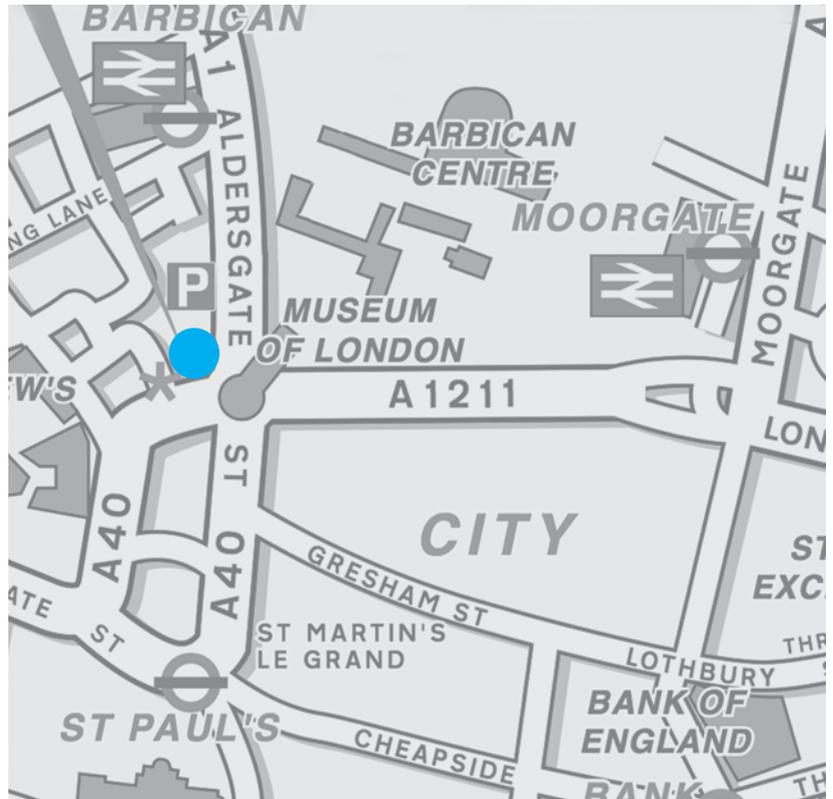
By Underground, St Paul's - Central line

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.npc.co.uk for more details.

TClarke

28th March 2017

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 5th May 2017.**

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 3rd May 2017 in order to count towards the vote.

Final dividend

Shareholders are being asked to approve a final dividend of 2.7p per ordinary share for the year ended 31st December 2016. Subject to shareholder approval the final dividend will be paid on 12th May 2016 to shareholders who were on the register of members on 18th 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

Email: 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 5th May 2017 at 10am

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 10 will be proposed as ordinary resolutions and resolutions 11 to 14 will be proposed as special resolutions.

Ordinary resolutions

- 1. That the audited financial statements for the year ended 31st December 2016 as set out on pages 84 to 139 of the TClarke Annual Report and Financial Statements 2016 be approved together with the directors' and auditors' reports thereon.**
- 2. That the Directors' Remuneration Policy which is contained in the Directors' Remuneration Report as set out on pages 56 to 63 of the 2016 Report and Accounts be approved.**

This resolution is to approve the Directors' Remuneration Policy set out on pages 56 to 63 of the 2016 Report and Accounts for the year ended 31st December 2016 (the "Policy"). This vote is a binding vote and, subject to limited exceptions, no remuneration payment or loss of office payment may be made to a prospective, current or former director unless consistent with the approved remuneration policy (or otherwise specifically approved by shareholders). If approved by shareholders, the Policy will take effect, as stated in the Directors' Remuneration Report, immediately after the end of the Annual General Meeting. Under the current legislation, the Policy will be in place for a maximum of three years, after which time a new Policy must be put forward for shareholder approval.

- 3. That the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the financial year ended 31st December 2016 as set out on pages 54 to 55 and pages 64 to 70 of the 2016 Report and Accounts be approved.**

In accordance with section 439 of the Companies Act 2006, resolution 3 seeks shareholder approval for the Directors' Remuneration Report (the "Report") which gives details of the implementation of the Policy. The Report gives details of the payments and share awards made to Directors in connection with their performance and that of the Company during the year ended 31st December 2016, and can be found on pages 54 to 55 and pages 64 to 70 of the 2016 Report and Accounts. As this vote is an advisory vote, no entitlement of a Director to remuneration is conditional on it. This resolution is put annually as required by the Companies Act 2006.

- 4. That the proposed amendments to the rules of the TClarke plc Equity Incentive Plan (the EIP), the effect of which is summarised in the explanatory notes below, be and are hereby approved and the Directors be authorised to adopt the amendments into the rules of the EIP and to do all such other acts and things as they may consider appropriate to implement the amendments.**

The Company has an Equity Incentive Plan (the EIP) which provides for the award of Schedule 4 HMRC approved CSOP options (the CSOP Part) and provides for the award of Non-Tax Advantaged Options, Conditional Awards and Matching Awards (the non-CSOP Parts).

The EIP provides for the grant of awards over shares that ordinarily vest on such dates and in such proportions as the Remuneration Committee specify at the time of grant of the relevant award. Performance conditions may apply to the awards and unvested awards shall ordinarily be forfeit on cessation of service.

The EIP may only be operated for the benefit of selected employees and was approved by the shareholders of the Company in general meeting for a period of up to ten years on 13th May 2011.

Certain changes are proposed to the EIP to take account of the new Remuneration Policy and also to have regard to developments in market and best practice.

The changes proposed and their effect is summarised below:

Personal annual limits

It is proposed that the personal annual limits on awards under the EIP be increased to provide that an

employee may not receive awards in any financial year over shares having a market value (as at the time of award) in excess of 150% of their annual base salary in that financial year (compared to the current limit of 100%).

Incorporate flexibility for 'dividend equivalents' in relation to the non-CSOP Parts.

The effect of the change would be that the Remuneration Committee may decide that participants will receive a payment (in cash and/or shares) of an amount equivalent to the dividends that would have been payable on an award's vested shares between the date of grant and the vesting of the award. This amount may assume the reinvestment of dividends and would be paid at the same time as the delivery of the related vested shares (or cash payment as relevant). The current terms of the EIP do not permit the Remuneration Committee to award dividend equivalents.

Incorporating best practice recovery and withholding powers in relation to the non-CSOP Parts.

The effect of the change would be that the Remuneration Committee may apply the EIP's recovery and withholding provisions if, at any time prior to three years following of the vesting of an award, it is discovered that there has been a material misstatement of the Company's financial results or an error of calculation of any performance condition (including on account of inaccurate or misleading information), or in the event of misconduct. The recovery and withholding may be satisfied by way of a reduction in the amount of any future bonus, subsisting award or future share awards and/or a requirement to make a cash payment.

The terms of participation in the EIP by Executive Directors will be set to operate within Directors' Remuneration Policy from time to time.

5. **That the payment of a final dividend of 2.7p per ordinary share in respect of the year ended 31st December 2016, as recommended by the directors, be approved.**
6. **That Mr. I. McCusker, who is to retire by rotation in accordance with the Company's articles of association, being eligible, be re-elected a non-executive director of the Company.**

Biography:

Mr. I. McCusker is a chartered accountant. He was a partner at Coopers & Lybrand (now PricewaterhouseCoopers) until 1994. He has held Managing Principal and Director positions with Unisys and Xerox respectively, and was Managing Director of the Association of Chartered Certified Accountants from 2004 to 2007. He was appointed as a non-executive director of TClarke plc in 2009.

Proposal for Re-election:

The Board has conducted a performance evaluation for Mr. McCusker. His performance continues to be effective while demonstrating commitment to the role.

7. **That Mr. M.C. Crowder, 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:

Mr. M.C. Crowder joined TClarke as an electrician in 1987 and qualified as an electrical engineer in 1990. He was made a technical director in 1999 and was appointed as an executive director of TClarke in 2007. Mr. Crowder was responsible for the London Operations, reporting to Mark Lawrence, from 2007 to 2009 and was appointed Managing Director from 1st January 2010.

Proposal for Re-election:

The Board has conducted a performance evaluation for Mr. Crowder. His performance continues to be effective while demonstrating commitment to the role.

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 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 or 15 months from the conclusion of the AGM (whichever occurs first) 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 6th May 2016 and will expire at the end of the forthcoming AGM. Resolution 10 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 27th March 2017, 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 10 at each AGM.

Special resolutions

11. That subject to the passing of resolution 10, 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 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 sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £209,148 (being 5 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 or 15 months from the conclusion of the AGM (whichever occurs first) 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.

12. THAT, subject to the passing of resolution 10, the directors be authorised in addition to any authority granted under subparagraph (ii) of resolution 11 to allot equity securities for cash either pursuant to the authority conferred by resolution 10 above or by way of a sale of equity securities held as treasury shares, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, provided that this authority shall be:

(i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £209,148 (being 5 per cent of the issued share capital of the Company); and

(ii) used only for the purposes of financing (or refinancing, if the authority is used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights

most recently published by the Pre-Emption Group prior to the date of this notice.

The power granted by this resolution shall expire at the close of the next annual general meeting of the Company or in 15 months from the conclusion of the AGM (whichever occurs first and unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or sold after the power expires and the directors may allot or sell equity securities under any such offer or agreement as if this power had not expired.

If shares are to be allotted by the Company, Section 561 of the Companies Act 2006 requires that except to the extent disapproved 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 11(ii) 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, the resolutions will enable directors to allot shares up to a maximum aggregate nominal amount of £418,295, representing approximately 10% of the Company's issued share capital as at 27th March 2017, 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 resolution 12, 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 11 and

resolution 12 at each AGM. The directors do not have any present intention of exercising the authority conferred by resolution 11 and do not intend to issue more than 7.5% of the issued share capital (excluding treasury shares) of the Company on a non-pre-emptive basis in any rolling three-year period without prior consultation with the relevant investor groups (except in connection with an acquisition or specified capital investment as referred to above).

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 as at 27th March 2017, the last practicable date before publication of this notice. 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.

This is a resolution to authorise the Company to hold general meetings on 14 clear days' notice. The notice period required by the Companies Act 2006 for general meetings of the Company is 21 days, unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings must always be held on at least 21 clear days' notice. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting and a resolution approving the reduction of the notice period for general meetings to 14 clear days must be passed. The directors believe that obtaining this authority is desirable as it gives the Company an additional degree of flexibility. The approval of this resolution will be effective until the conclusion of the next annual general meeting of the Company in 2018, when it is intended that the approval will be renewed.

By order of the Board
Alexandra Dent
Company Secretary
TClarke plc
45 Moorfields
London
EC2Y 9AE
28th March 2017

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

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 3rd May 2017; 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 3rd May 2017.

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 3rd May 2017 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 3rd May 2017.

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

12. 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

13. As at 12 noon on 27th March 2017 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 27th March 2017 is 41,829,577.

Questions at the AGM

14. 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

15. 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 - 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.

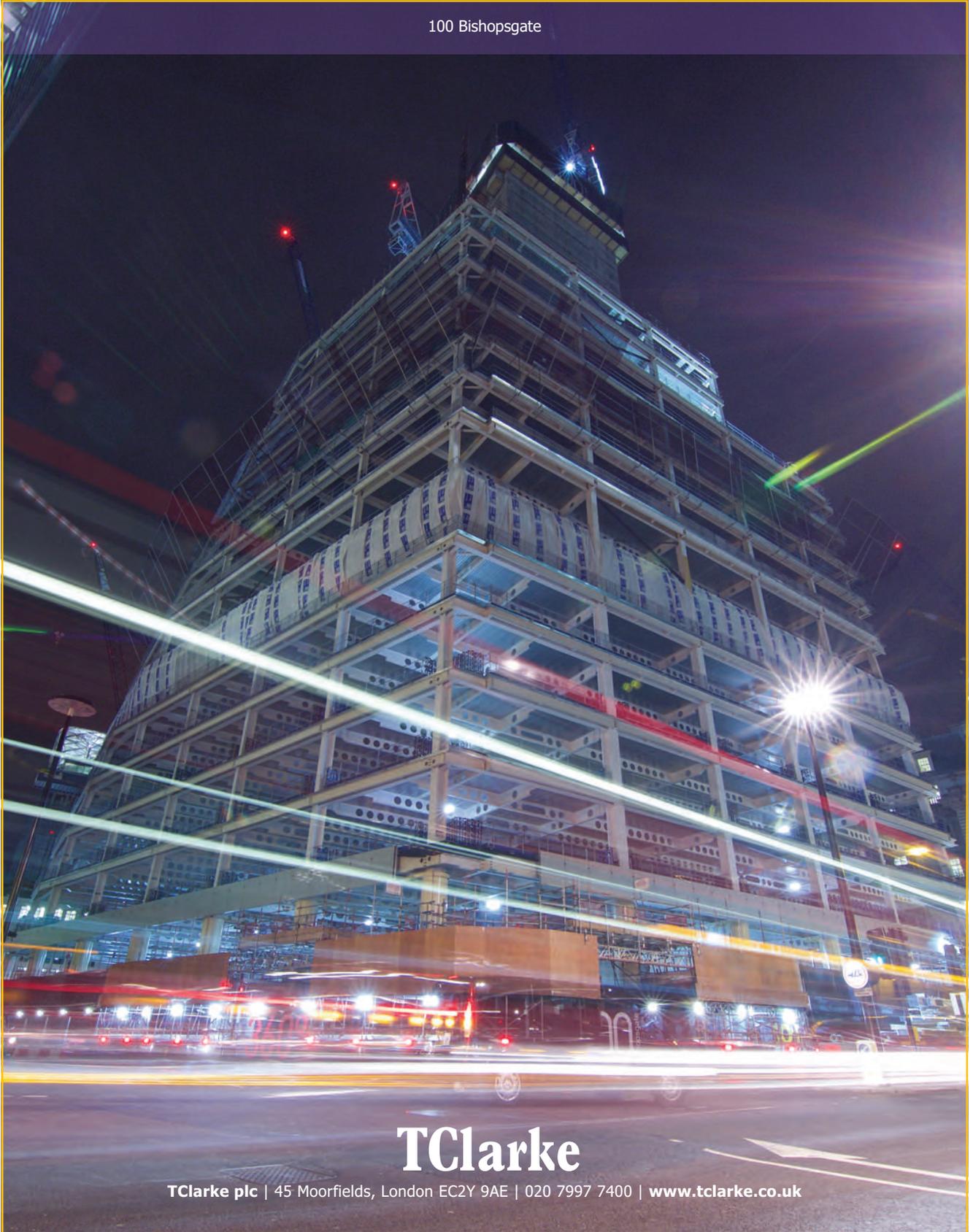
You may not use any electronic address provided either:

- 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

100 Bishopsgate



TClarke

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