

This document is important and requires your immediate attention

If you are in any doubt as to any aspect of the contents of this document or 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 send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice of the 107th TClarke Annual General Meeting 10am Friday 10th May 2019

TClarke



130 years of progress

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.

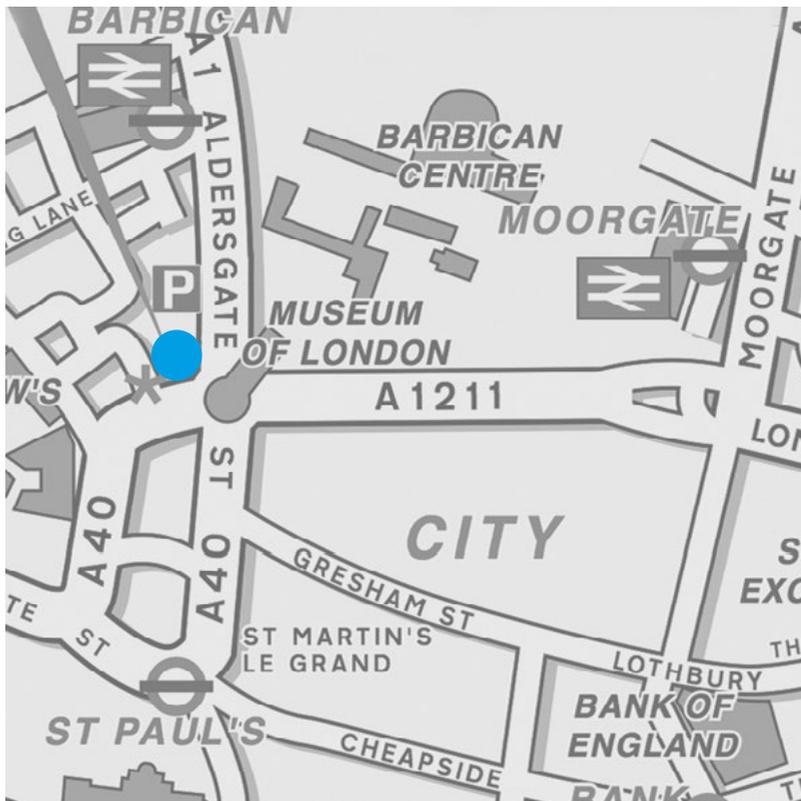
When you arrive at the Museum of London roundabout the venue is located on the left. Look for the circular artwork in the window and go through the revolving doors.



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 for more details.

5th April 2019

TClarke

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" or "TClarke") which will be held at **200 Aldersgate, St Paul's, London EC1A 4HD at 10am on Friday 10th May 2019.**

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 have elected to receive information from the Company in hard copy, you will have received the Annual Report and Financial Statements 2018 with this document. Shareholders who have not elected to receive hard copy documents can view or download the Annual Report and Financial Statements 2018 and this notice from our website at www.tclarke.co.uk.

This year, you will not receive a form of proxy for the AGM in the post. Instead, you will find instructions in the section entitled "*Notes to the notice of Annual General Meeting*" to enable you to vote electronically and how to register to do so. To register, you will need your Investor Code, which can be found on your share certificate. Submission of a proxy vote will not preclude you from attending and voting at the AGM in person and you may request a paper form of proxy from our Registrar, Link Asset Services. Proxy votes should be submitted as early as possible and in any event by no later than 10am on Wednesday 8th May 2019 in order to count towards the vote.

Final dividend

Shareholders are being asked to approve a final dividend of 3.34p per ordinary share for the year ended 31st December 2018. Subject to shareholder approval, the final dividend will be paid on 24th May 2019 to shareholders who were on the register of members on 26th April 2019. A dividend reinvestment plan (DRIP) is available to shareholders. If you are not registered for the DRIP and want to register for the final dividend you may do so by contacting Link Asset Services on 0371 664 0381. The last day to do so for the final dividend reinvestment is 30th April 2019.

Recommendation

The Directors of the Company consider that all the proposals to be considered at the AGM 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.

On behalf of the Board, I look forward to seeing many of you at the AGM and thank you for your continued support.

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, incorporated and registered in England and Wales under number 119351 ("the Company" or "TClarke") will be held at:

200 Aldersgate, St Paul's,
London EC1A 4HD
on Friday 10th May 2019 at 10am

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 14 will be proposed as ordinary resolutions and resolutions 15 to 20 will be proposed as special resolutions.

Ordinary resolutions

- 1. That the Company's Annual Report and Financial Statements for the year ended 31st December 2018 be received and adopted.**
- 2. That the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31st December 2018 as set out on pages 50 to 51 and pages 55 to 62 of the Company's Annual Report and Financial Statements 2018 be approved.**

In accordance with section 439 of the Companies Act 2006, resolution 2 seeks shareholder approval for the Directors' Remuneration Report (the "Report") which gives details of the implementation of the Directors' Remuneration 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 2018, and can be found on pages 50 to 51 and pages 55 to 62 of the Company's Annual Report and Financial Statements 2018. 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.

- 3. That the payment of a final dividend of 3.34p per ordinary share in respect of the year ended 31st December 2018, as recommended by the Directors, be approved.**

If approved, the dividend will be paid on 24th May 2019 to those shareholders whose names are on the register of members on 26th April 2019.

- 4. That Mike Crowder, who is seeking annual re-election in accordance with the UK Corporate Governance Code, being eligible, be re-elected a Director of the Company.**

Biography:

Mike Crowder has over 35 years of significant experience in the construction industry and started at TClarke as an apprentice. His vast project-based experience includes the delivery of many flagship jobs and a detailed knowledge of large infrastructure projects. Mike has overall responsibility for Operations and ensuring that all projects are properly managed. He also monitors our engineering departments and projects on a regular basis as a main Board Director. Mike is responsible for Group health and safety and is actively involved with health and safety risk management and with raising awareness, influencing attitudes and changing behaviour.

Proposal for Re-election:

The Board has conducted a performance evaluation for Mike Crowder. His performance continues to be effective while demonstrating commitment to the role, therefore the Board unanimously recommends his re-election.

- 5. That Mark Lawrence, who is seeking annual re-election in accordance with the UK Corporate Governance Code, being eligible, be re-elected a Director of the Company.**

Biography:

Mark Lawrence has been with the Company for 33 years and started his career here by completing an electrical apprenticeship in 1987. His career progressed through the Company, becoming Technical Director in 1997, Executive Director in 2003 and Managing Director, London Operations in 2007. As Group Chief Executive Officer since January 2010, Mark has led strategic change across the Group and remains a hands-on leader, taking personal accountability and pride in TClarke's performance and, ultimately our clients' satisfaction. He regularly walks project 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 Mark Lawrence. His performance continues to be effective while demonstrating commitment to the role, therefore the Board unanimously recommends his re-election.

6. That Peter Maskell, who is seeking annual re-election in accordance with the UK Corporate Governance Code, being eligible, be re-elected a Non-Executive Director of the Company.

Biography:

Peter Maskell joined Philips Electronics after studying Electrical and Electronic Engineering at Kingston University and he worked there for 37 years. For the last 20 years, he held a number of senior management positions in both the UK and Europe. His last position was as Chairman of the UK group. In the last five years in the UK, Peter managed the transformation of the lighting business into a fully digital business. Peter is also a non-executive member of the board of the University of Surrey.

Proposal for Re-election:

The Board has conducted a performance evaluation for Peter Maskell. His performance continues to be effective while demonstrating commitment to the role, therefore the Board unanimously recommends his re-election.

7. That Iain McCusker, who is seeking annual re-election in accordance with the UK Corporate Governance Code, being eligible, be re-elected a Non-Executive Director of the Company.

Biography:

Iain McCusker is a Chartered Accountant and former partner at Coopers & Lybrand. He has significant international financial and management experience, gained through senior executive roles at Xerox, Unisys and ACCA. This includes in-depth commercial, operational and risk management experience. Iain is a former member of the Qualifications Board of the Institute of Chartered Accountants of Scotland. He is Senior Visiting Fellow, Cass Business School, University of London and Chairman, NPA Insurance and a former Non-Executive Director of Cripps LLP.

Proposal for Re-election:

Iain McCusker was appointed Chairman in October 2015, although he has been a Non-Executive Director since 2009. The Board notes that the new UK Corporate Governance Code states that the Chair should not remain in the post beyond nine years from the date of first appointment to the Board, but provides that this period may be extended to facilitate effective succession planning and the development of a diverse Board, particularly in those cases where the Chair was an existing Non-Executive Director on appointment. Therefore, in order to provide continuity and stability given the relative short periods of office of the other Non-Executive Directors, Iain McCusker will stand for re-election at the 2019 AGM and his position as Chairman will be kept under review.

The Board has conducted a performance evaluation for Iain McCusker. His performance continues to be effective while demonstrating commitment to the role, therefore the Board unanimously recommends his re-election.

8. That Trevor Mitchell, who is seeking annual re-election in accordance with the UK Corporate Governance Code, being eligible, be re-elected a Director of the Company.

Biography:

Trevor Mitchell is a Chartered Accountant and accomplished finance professional with extensive experience across many sectors including financial services, construction and maintenance, education and retail, working with organisations such as Balfour Beatty plc, Kier Group plc, Rok plc, Clerical Medical Group and Halifax plc. Prior to his appointment, Trevor had been working with TClarke since October 2016 assisting with simplifying the structure and improving the Group's financial controls and procedures. Trevor is a Director of It's Purely Financial Limited.

Proposal for Re-election:

The Board has conducted a performance evaluation for Trevor Mitchell. His performance continues to be effective while demonstrating commitment to the role, therefore the Board unanimously recommends his re-election.

9. That Mike Robson, who is seeking annual re-election in accordance with the UK Corporate Governance Code, being eligible, be re-elected a Non-Executive Director of the Company.

Biography:

Mike Robson is a Chartered Accountant with extensive experience of audit, financial management and reporting, gained at PwC and in industry. In a career including 27 years of Board-level experience, Mike has worked in a range of business sectors as Finance Director, Managing Director, owner or adviser. He has a strong focus on improving business performance and developing management teams. Mike has also launched, developed and successfully sold his own internationally based business. Mike also serves as Director of Azure Partners Ltd.

Proposal for Re-election:

The Board has conducted a performance evaluation for Mike Robson. His performance continues to be effective while demonstrating commitment to the role, therefore the Board unanimously recommends his re-election.

10. That Louise Dier be elected a Non-Executive Director of the Company in accordance with article 106 of the Company's articles of association.

Biography:

Louise Dier was previously Managing Director of London based David Chipperfield Architects having joined them in 2013. Prior to that, Louise was General Manager UK for DO & CO Catering and Restaurants AG, a publicly listed Austrian company, for four years. Louise studied law at Cambridge University and was called to the bar, however quickly moved into management, spending nearly eight years at International Management Group, the US based sports management group, the last two years as head of HR for IMG Europe. She was appointed as a Non-Executive Director of TClarke on 1st January 2019.

Proposal for Re-election:

The Board considers that Louise Dier has wide ranging experience and business acumen that will benefit the Company and supports its strategic aims. The Board has undertaken a due diligence exercise and concluded that Louise is free from any relationships or arrangements that are likely to affect her judgement and, accordingly unanimously recommends her election.

11. That PricewaterhouseCoopers LLP be re-appointed as auditor to the Company until the conclusion of the next annual general meeting of the Company to be held in 2020.

12. That the Audit Committee be authorised to fix the auditor's remuneration.

13. That in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all companies which are subsidiaries of the Company during the period when this resolution has effect, be generally and unconditionally authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £10,000 in total;**
- (b) make political donations to political organisations other than political parties not exceeding £10,000 in total; and**
- (c) incur political expenditure not exceeding £10,000 in total**

(as such terms are defined in the Companies Act 2006) during the period beginning with the date of passing of this resolution and ending at the earlier of the close of the next annual general meeting of the Company to be held in 2020 or the date that is 15 months from the date that this resolution is passed (whichever occurs first) provided that any such donations or expenditure together do not exceed £10,000 in total.

The definition of political donations used in the Companies Act 2006 is very broad. Sections 366 and 367 of the Companies Act 2006 require companies to obtain shareholder authority before they can make political donations or incur political expenditure. The proposed resolution has been set out in accordance with the Companies Act 2006 and any proposed donations or expenditure shall not exceed £10,000 in total.

The Company's policy is that it does not, directly or through any other subsidiary, make what are commonly regarded as donations to any political party.

The authority we are requesting from shareholders is not designed to change this policy. It will, however, ensure that the Company acts within the provisions and definitions of the current UK law, when carrying out its activities should the Company or a subsidiary company inadvertently make a donation or incur expenditure which could be considered to be made to a political organisation.

No political donations have been made during the year ended 31st December 2018.

14. 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 £1,432,430 provided that this authority shall expire at the close of the next annual general meeting of the Company to be held in 2020 or the date that is 15 months from the date that this resolution is passed (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 18th May 2018 and will expire at the end of the forthcoming AGM. Resolution 14 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 £1,432,430 representing approximately one third of the Company's issued share capital as at 4th April 2019, the last practicable date before publication of this notice. This resolution will allow the Directors 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 14 at each AGM.

Special resolutions

15. That subject to the passing of resolution 14, 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 £214,886 (being approximately 5% 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 to be held in 2020 or the date that is 15 months from the date that this resolution is passed (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.

16. THAT, subject to the passing of resolution 14, the Directors be authorised in addition to any authority granted under subparagraph (ii) of resolution 15 to allot equity securities for cash either pursuant to the authority conferred by resolution 14 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 £214,886 (being approximately 5% 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 to be held in 2020 or the date that is 15 months from the date that this resolution is passed (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 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 15(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 the Directors to allot shares up to a maximum aggregate nominal amount of £429,772, representing approximately 10% of the Company's issued share capital as at 4th April 2019, 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 16, 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 15 and resolution 16 at each AGM. The Directors do not have any present intention of exercising the authority conferred by resolution 15 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).

17. That pursuant to Article 49 of the Company's articles of association 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 4,297,720 (representing approximately 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 to be held in 2020 or the date that is 15 months from the date that this resolution is passed, 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 Company's articles of association.

This resolution would be limited to 4,297,720 shares representing approximately 10% of the Company's issued share capital as at 4th April 2019, 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 17 at each AGM.

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

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 to be held in 2020, when it is intended that the approval will be renewed.

19. THAT, pursuant to section 77(1)(a) of the Companies Act 2006, the name of the Company be changed to TClarke plc.

This resolution proposes to change the name of the Company to TClarke plc. The Company has been trading under the name "TClarke plc" but its legal name as noted with the Registrar of Companies at Companies House is "T Clarke public limited company". The Board proposes to formally change the name of the Company to TClarke plc, to reflect the name the Company is generally known as.

20. THAT, with effect from the conclusion of the AGM, the articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

This resolution proposes to adopt a new set of articles of association of the Company (the 'New Articles') in order to reflect developments in both law and practice. The Company's articles of association were last amended in 2008. The New Articles, if adopted, will take effect from the conclusion of the AGM. The principal differences between the New Articles and the existing articles of association of the Company are summarised in the Appendix to this notice. Other changes, which are of a minor, technical or clarifying nature, have not been noted. A copy of the New Articles will be available for inspection from the date of this notice and up to the time of the AGM at the registered office of the Company during usual business hours and at the place of the AGM from 9.45am on 10th May 2019 until the close of the AGM. The articles will also be available at www.tclarke.co.uk.

By order of the Board

David Lanchester
Company Secretary
5th April 2019

TClarke plc
Registered No. 119351

Registered Office:
45 Moorfields
London EC2Y 9AE

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:

- Close of business on Wednesday 8th May 2019; or,
- if the AGM is adjourned, at close of business 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. You can only appoint a proxy using the procedures set out in these notes.
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 are set out in note 7 below. 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.
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.
7. Members are recommended to vote their shares electronically at www.signalshares.com. On the home page, search "TClarke plc" and then register or log in, using your Investor Code. To vote at the AGM, click on the "Vote Online Now" button by not later than 10am on

Wednesday 8th May 2019 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it). Electronic votes and proxy votes should be submitted as early as possible and in any event, to be received by no later than 10am on Wednesday 8th May 2019.

Any power of attorney or other authority under which the proxy is submitted must be sent to the Company's Registrar (Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF) so as to have been received by the Company's Registrars by not later than 10am on Wednesday 8th May 2019 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).

8. You are entitled to request a hard copy form of proxy directly from the Registrar, Link Asset Services, whose contact details can be found in Note 19.

If a paper form of proxy is requested from the Company's Registrar, it must be completed and sent to the Company's Registrar (Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF) so as to have been received by the Company's Registrars by not later than 10am on Wednesday 8th May 2019 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).

Appointment of proxies through CREST

9. 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 8th May 2019 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 Registrar 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

10. 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

11. To change your proxy instructions simply submit a new proxy appointment using the methods set out in Note 7. 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 Link 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

12. In order to revoke a proxy instruction electronically please follow the method set out in Note 7 and elect to withhold your vote on each resolution. To revoke a hard copy 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 Link 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 Link Asset Services no later than 10am on Wednesday 8th May 2019.

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

13. 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

14. As at 12 noon on 4th April 2019 the Company's issued share capital comprised 42,977,209 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 4th April 2019 is 42,977,209.

Questions at the AGM

15. 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

16. 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 or on your share certificate;

- 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 or on your share certificate.

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

17. 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

18. 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 new Articles of Association

Communication

19. 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) 371 664 0300 if calling from outside the United Kingdom. Lines are open between 9:00am and 5:30pm Monday to Friday. Calls to the helpline from within the United Kingdom cost 12p per minute plus network extras. 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 to communicate with the Company for any purposes other than those expressly stated.

Website giving information regarding the AGM

20. Information regarding the AGM, including the information required by Section 311A of the Companies Act 2006 is available from www.tclarke.co.uk

APPENDIX

Summary of the principal proposed changes to the Company's Articles of Association

Under resolution 20, the Company is proposing to adopt New Articles to replace its current articles of association (the "Current Articles"). Set out below is a summary of the principal changes (Article references are to the New Articles), the majority of which reflect current market practice. The New Articles also include some other minor, technical and clarificatory amendments which are not detailed below but again which reflect such practice and which are intended to ensure that the Company's articles reflect developments in both law and practice.

Board power to make additional regulations relating to Uncertificated Shares (Article 16)

The New Articles have been updated to better align their provisions to the Uncertificated Securities Regulations 2001. Article 16 permits the board of Directors of the Company to lay down further regulations from time to time that govern the issue, holding, transfer and mechanics of conversion and redemption of shares held in uncertificated form.

Payment of 'appropriate rate' of interest for late payment on calls (Article 28)

Under the Current Articles, if a call remains unpaid after it has become payable, the person from whom the sum is due is required to pay interest at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the rate of 15 per cent. (%). The New Articles have aligned this with market practice and require interest to be paid at an 'appropriate rate'.

Directors to provide a reason for refusal to register shares within two months (Article 40)

The Current Articles provide that the Company is required to notify the transferee of any share which the Directors refuse to register within 14 days of the transfer being lodged with the Company, together with the Directors' reasons for refusal. The New Articles have aligned this with the Companies Act 2006 and extended this period to two months.

Directors' vacation of office (Article 91)

The Current Articles are being updated to include a few additional categories as to when the office of a Director shall be vacated, including if he or she commits a criminal offence or where a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months (aligned with the Mental Health Discrimination Act 2013).

Joint secretaries (Article 147)

Article 147 allows the Company to appoint two or more persons to act as the Company Secretary.



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