

(incorporated and registered in England and  
Wales under company registration number 02286034)

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## Notice of Annual General Meeting

and

## Adoption of new savings-related Share Option Scheme and Long-Term Incentive Plan

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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, or other financial adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all your ordinary shares in Braemar Shipping Services Plc, please send this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

Notice of the Annual General Meeting of Braemar Shipping Services Plc, to be held at 11.00 a.m. on 4 July 2014 at the offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN, is set out at the end of this document.

A Form of Proxy for use at the Annual General Meeting is enclosed. To be valid, the Form of Proxy should be completed, signed and returned in accordance with the instructions printed on it to Company's registrar, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible but, in any event, so as to arrive no later than 11.00 a.m. on 2 July 2014.

# Part 1

## Letter from the Chairman

Registered office:  
35 Cosway Street  
London  
NW1 5BT

10 June 2014

To the Shareholders of Braemar Shipping Services plc

### Notice of Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of the forthcoming Annual General Meeting (“**AGM**”) of Braemar Shipping Services Plc (the “**Company**”) which we are holding at 11.00 a.m. on 4 July 2014 at the offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN. The formal notice convening the AGM is set out on page 4 of this document (the “**Notice**”).

In addition to the usual business to be carried out at the AGM, the Company seeks approval (i) to increase a monetary restriction on the aggregate annual amount of fees payable to directors of the Company (excluding any director’s salary or remuneration) contained in the articles of association of the Company (the “**Articles**”) and (ii) to approve a new Savings-Related Share Option Scheme (the Company’s previous scheme having expired) and a new Long-Term Incentive Plan (to replace the Company’s existing long-term incentive plan).

If you would like to vote on the resolutions set out in the Notice (the “**Resolutions**”) but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the notice of AGM. Appointing a proxy will not prevent you from attending and voting in person at the AGM. A form of proxy is enclosed with the Notice.

The purpose of this letter is to explain certain elements of the business to be considered at the AGM.

#### Resolution 1 – Annual Report and Financial Statements

The Annual Report and Financial Statements of the Company for the year ended 28 February 2014 (the “**Annual Report**”) will be presented to the meeting. The Annual Report is being sent to shareholders on or about the same time as this Notice. Resolution 1 is to receive the report of the directors, the financial statements and the auditor’s report on the financial statements and on the auditable part of the directors’ remuneration report for the financial year ended 28 February 2014.

#### Resolution 2 – Directors’ Remuneration Report

Resolution 2 is an ordinary resolution to approve the directors’ remuneration report. Section 439 of the Companies Act 2006 (the “**Companies Act**”) requires UK-incorporated listed companies to put their directors’ remuneration report to an advisory shareholder vote. As the vote is advisory it does not affect the actual remuneration paid to any individual director. The directors’ remuneration report is set out on pages 31 to 45 of the Annual Report.

#### Resolution 3 – Remuneration Policy

Section 439A of the Companies Act, which came into force on 1 October 2013, requires UK-incorporated listed companies to have a forward looking policy on directors’ remuneration, which must be approved by a shareholder vote. The remuneration policy forms a separate part of the directors’ remuneration report and appears on pages 33 to 41 of the Annual Report. As this vote is binding, once the remuneration policy, as approved by shareholders, comes into effect, all remuneration payments or payments for loss of office by the Company to the directors and any former directors must be made in accordance with the policy (unless such a payment has been separately approved by a further shareholder resolution). Resolution 3 is an ordinary resolution to approve the remuneration policy. The remuneration policy will (if approved) come into effect on 4 July 2014.

If the Company wishes to change the directors’ remuneration policy, it will need to put the revised policy to a shareholder vote before it can implement the new policy. Under the Companies Act, the policy is subject to further shareholder approval at least every three years. The directors’ remuneration policy will therefore need to be put to shareholders for approval again no later than 4 July 2017.

#### Resolution 4 – Final dividend

A final dividend of 17.0 pence per ordinary share for the year ended 28 February 2014 is recommended for payment by the directors of the Company. If you approve the recommended final dividend, this will be paid on 15 August 2014 to all ordinary shareholders who were on the register of members of the Company at the close of business on 18 July 2014.

#### Resolutions 5 and 6 – Re-election of directors

Resolutions 5 and 6 deal with the re-election of Alastair Farley and David Moorhouse as directors of the Company. Biographies of each of those directors seeking re-election can be found on page 26 of the Annual Report. The Board confirms, following a performance review, that the directors standing for re-election continue to perform effectively and demonstrate commitment to their role.

### **Resolutions 7 and 8 – Re-appointment of auditors**

Resolution 7 relates to the re-appointment of KPMG Audit LLP as the Company's auditors to hold office until the next annual general meeting of the Company. Resolution 8 authorises the directors to set their remuneration. The directors have delegated the responsibility of setting the auditor's remuneration to the audit committee of the Board.

### **Resolution 9 – Allotment of share capital**

At the last annual general meeting of the Company the directors were given authority to allot ordinary shares in the capital of the Company. This authority expires at the conclusion of the AGM.

Your Board considers it appropriate that a similar authority be granted to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £722,705 (representing approximately one third of the Company's issued ordinary share capital as at 6 June 2014) during the period up to the conclusion of the next annual general meeting of the Company.

In addition, the Association of British Insurers (ABI) has said that it will now consider as routine a resolution to authorise the allotment of a further one-third of share capital for use in connection with a rights issue. Your Board considers it appropriate to seek this additional allotment authority at the AGM in order to take advantage of the flexibility it offers. However, the Board has no present intention of exercising either authority. If the additional authority is actually used, the whole Board will stand for re-election at the next annual general meeting of the Company.

As at the date of this letter the Company does not hold any ordinary shares in the capital of the Company in treasury.

### **Resolution 10 – Disapplication of statutory pre-emption rights**

Resolution 10 will empower the directors to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis:

1. in connection with a rights issue or other pro-rata offer to existing shareholders; or
2. otherwise than in connection with a rights issue, up to a maximum nominal value of £108,406 (representing approximately 5 per cent. of the issued ordinary share capital of the Company as at 6 June 2014).

### **Resolution 11 – Authority to purchase own shares**

Resolution 11 gives the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act. The authority limits the number of shares that could be purchased to a maximum of 2,168,115 (representing approximately 10 per cent. of the Company's issued ordinary share capital as at 6 June 2014) and sets minimum and maximum prices. This authority will expire at the conclusion of the next annual general meeting of the Company.

The directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

### **Resolution 12 – Notice period for general meetings**

It is proposed in Resolution 12 that shareholders should approve the continued ability of the Company to hold general meetings (other than the annual general meeting) on 14 clear days' notice.

This resolution is required under section 307A of the Companies Act. Under that section a traded company which wishes to be able to call general meetings (other than an annual general meeting) on 14 clear days' notice, must obtain shareholders' approval. Resolution 12 seeks such approval.

The resolution is valid up to the next annual general meeting of the Company and needs to be renewed annually. The Company will also need to meet the requirements for voting by electronic means under section 307A of the Companies Act before it can call a general meeting on 14 days' notice.

The shorter notice period would not be used as a matter of routine for general meetings but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

### **Resolution 13 – Directors' fees**

The Articles contain a provision which restricts the aggregate annual amount of fees (excluding any director's salary or remuneration) payable to the directors of the Company. This is contained in article 87 of the Articles and currently limits such fees to £100,000 per annum. The restriction has been in place since 1997 and is being updated to reflect changes in market practice.

Article 87 provides that the Company may, by ordinary resolution, increase the aggregate amount of fees payable under that article. It is proposed in Resolution 13 that the sum of £100,000, referred to in article 87, be increased to the sum of £500,000 and that any previous payments made by the Company to directors of the Company which may have been in excess of that restriction, be and are hereby ratified.

## Part 1

Letter from the Chairman continued

### **Resolutions 14 and 15 – Adoption of new savings-related Share Option Plan and Long-Term Incentive Plan**

The Company proposes to introduce two new employee share schemes as follows:

1. The Braemar Shipping Services Plc Savings-Related Share Option Scheme 2014 (the “**2014 Sharesave Scheme**”) is being introduced to replace the Braemar Seascope Group Plc 2003 Savings-Related Share Option Scheme, which expired during 2013, and will be on substantially the same terms as that scheme. The 2014 Sharesave Scheme is a scheme for all UK employees in the group, and offers them the opportunity to acquire an interest in the shares in the Company. The interest comprises an option over shares in the Company, the exercise of that option being funded by the proceeds of a savings contract taken out by the relevant employee, under which the employee saves a set amount each month over a three or five year period. The 2014 Sharesave Scheme is intended to qualify for tax-favoured treatment under Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003. A summary of the principal terms of the 2014 Sharesave Scheme is contained in Appendix 1 to the Notice.
2. The Braemar Shipping Services Plc Long-Term Incentive Plan (the “**LTIP**”) is being introduced to replace the Braemar Seascope Group Plc 2006 Long-Term Incentive Plan, which is to be terminated if the LTIP is adopted. The LTIP will operate in substantially the same way as the previous plan (that is awards will vest over a period of at least three years subject to achievement of the performance conditions.) The rules of the LTIP have been updated to reflect developments in regulation and practice since the previous plan was approved. For example, the leaver and change of control provisions have been updated to reflect best practice, and malus and dividen equivalent provisions have also been included. A summary of the principal terms of the LTIP is contained in Appendix 2 to the Notice. Details of the proposed operation of the LTIP for the current financial year, including the performance targets, are included in the directors’ remuneration report as set out on pages 31 to 45 of the Annual Report.

Resolutions 14 and 15 approve the 2014 Sharesave Scheme and the LTIP and authorise the directors to adopt those plans.

### **Recommendation**

The Board considers the Resolutions are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 725,133 ordinary shares in the Company (representing approximately 3.3 per cent. of the issued ordinary share capital of the Company as at 6 June 2014).

Yours sincerely

**Sir Graham Hearne CBE**  
Chairman

## Part 2

### Notice of Annual General Meeting Braemar Shipping Services plc

Notice is hereby given that the annual general meeting of Braemar Shipping Services Plc (the “**Company**”) will be held at 11.00 a.m. on 4 July 2014 at the offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN to transact the following business (of which resolutions 1 to 9 (inclusive) and 13 to 15 (inclusive) will be proposed as ordinary resolutions and resolutions 10 to 12 (inclusive) will be proposed as special resolutions):

1. To receive the report of the directors, the financial statements and the auditor’s report on the financial statements and on the auditable part of the directors’ remuneration report for the financial year ended 28 February 2014.
  2. To receive and approve the directors’ remuneration report, other than the part containing the directors’ remuneration policy, in the form set out in the Company’s annual report and financial statements for the financial year ended 28 February 2014.
  3. To approve the directors’ remuneration policy in the form set out in the directors’ remuneration report in the Company’s annual report and financial statements for the financial year ended 28 February 2014.
  4. To declare a dividend for the financial year ended 28 February 2014 of 17.0 pence per ordinary share.
  5. To re-elect Alastair Farley as a director of the Company.
  6. To re-elect David Moorhouse as a director of the Company.
  7. To re-appoint KPMG Audit LLP, as auditors to the Company, to hold office until the conclusion of the next general meeting at which financial statements of the Company are laid before the Company.
  8. To authorise the directors to determine the auditor’s remuneration.
  9. That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”), in substitution for all existing authorities:
  - 9.1 to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together “**Relevant Securities**”) up to an aggregate nominal amount of £722,705; and
  - 9.2 to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Act) up to an additional aggregate nominal amount of £722,705 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record date as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever,
- provided that the authorities in paragraphs 9.1 and 9.2 shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or if earlier on the date which is 15 months after the date of the annual general meeting, except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted after such expiry and the directors may allot Relevant Securities or equity securities in pursuance of any such offer or agreement as if the authority in question had not expired.
10. That the directors be and are empowered, in accordance with sections 570 and 573 of the Act, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by resolution number 9 or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - 10.1 the allotment of equity securities in connection with a rights issue or other pro rata offer (but, in the case of the authority conferred by paragraph 9.2 by way of a rights issue only) in favour of holders of ordinary shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record date as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and

## Part 2

### Notice of Annual General Meeting Braemar Shipping Services plc continued

- 10.2 the allotment (otherwise than pursuant to paragraph 10.1 above) of equity securities up to an aggregate nominal amount of £108,406,
- and shall expire upon the expiry of the general authority conferred by resolution 9 above, except that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.
11. That the Company be and is hereby generally and unconditionally authorised, in accordance with section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence (£0.10) each in the capital of the Company (“**Ordinary Shares**”) on such terms and in such manner as the directors may from time to time determine provided that:
- 11.1 the maximum number of Ordinary Shares authorised to be purchased is 2,168,115;
- 11.2 the minimum price which may be paid for an Ordinary Share is 10 pence (£0.10) (exclusive of expenses payable by the Company);
- 11.3 the maximum price which may be paid for an Ordinary Share (exclusive of expenses payable by the Company) cannot be more than the higher of:
- 11.3.1 105 per cent of the average market value of an Ordinary Share for the five business days prior to the day on which the Ordinary Share is contracted to be purchased; and
- 11.3.2 the value of an Ordinary Share calculated on the basis of the higher of:
- (a) the last independent trade of; or
- (b) the highest current independent bid for,
- any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out; and
- 11.4 the authority conferred shall expire at the conclusion of the next annual general meeting of the Company except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry.
12. That the Company is authorised to call any general meeting of the Company, other than the annual general meeting of the Company, by notice of at least 14 clear days during the period beginning on the date of the passing of this resolution and ending on the conclusion of the next annual general meeting of the Company.
13. That the sum of £100,000, referred to in article 87 of the Company’s articles of association, be increased to the sum of £500,000 and that any previous payments made by the Company to directors of the Company which may have been in excess of that restriction, be and are hereby ratified.
14. That the rules of The Braemar Shipping Services Plc Savings-Related Share Option Scheme 2014 (the “**2014 Sharesave Scheme**”) in the form produced to the meeting and signed for identification purposes by the chairman of the meeting, a summary of the principal terms of which is set out in Appendix 1 to this notice, be and are hereby approved and that the directors of the Company by and are hereby authorised to:
- (a) adopt the 2014 Sharesave Scheme and do all such acts and things as they may, in their absolute discretion, consider necessary or expedient to give effect to the 2014 Sharesave Scheme (including the making of any amendments considered necessary to ensure that the 2014 Sharesave Scheme benefits from tax-favourable treatment under Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003); and
- (b) establish further schemes based on the 2014 Sharesave Scheme, but modified to take account of local, tax, exchange control or securities law in overseas territories, provided that any share made available under such further schemes are treated as counting against the limits on individual and overall participation in the 2014 Sharesave Scheme.
15. That the rules of The Braemar Shipping Services Plc Long-Term Incentive Plan (the “**LTIP**”) in the form produced to the meeting and signed for identification purposes by the chairman of the meeting, a summary of the principal terms of which is set out in Appendix 2 to this notice, be and are hereby approved and that the directors of the Company by and are hereby authorised to:
- (a) adopt the LTIP and do all such acts and things as they may, in their absolute discretion, consider necessary or expedient to give effect to the LTIP; and
- (b) establish further schemes based on the LTIP, but modified to take account of local, tax, exchange control or securities law in overseas territories, provided that any share made available under such further schemes are treated as counting against the limits on individual and overall participation in the LTIP

By order of the board

**Martin Beer**  
Company Secretary

Registered Office:  
35 Cosway Street  
London  
NW1 5BT

10 June 2014

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the Form of Proxy, are set out in the notes to the Form of Proxy. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. A Form of Proxy is provided with this notice and instructions for its use are shown on the form. In order to be valid, a completed Form of Proxy must be returned to the Company by one of the following methods:
  - 3.1 in hard copy form by post, by courier or by hand to the Company's Registrar at the address shown on the form of proxy; or
  - 3.2 electronically by visiting [www.capitashareportal.com](http://www.capitashareportal.com). You will be asked to enter the Investor Code shown on your Form of Proxy and agree to certain terms and conditions; or
  - 3.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,and in each case must be received by the Company not less than 48 hours before the time fixed for the meeting.

Please note that any electronic communication sent to our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.
4. To change your proxy instructions you may return a new Form of Proxy using the methods set out above. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a Form of Proxy received after the relevant deadline will be disregarded. Where two or more valid separate Forms of Proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Act (a "**Nominated Person**"). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member who has nominated him to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights
- 6.1 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so 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.
- 6.2 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's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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.

## Part 2

### Notice of Annual General Meeting Braemar Shipping Services plc continued

- 6.3 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.
7. Only those shareholders registered in the Register of Members of the Company as at 11.00 a.m. on 2 July 2014 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members of the Company after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
9. As at 6 June 2014, the Company's issued share capital consisted of 21,681,156 ordinary shares carrying one vote each. Therefore the total voting rights in the Company are 21,681,156.
10. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:
- 10.1 the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or
- 10.2 any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting of the Company that the members propose to raise at the meeting.
- The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.
11. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
- 11.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- 11.2 the answer has already been given on a website in the form of an answer to a question; or
- 11.3 it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
12. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.braemarplc.com](http://www.braemarplc.com)
13. The following documents are available for inspection at the registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the annual general meeting for 15 minutes prior to and during the meeting:
- 13.1 copies of the executive directors' service contracts with the Company;
- 13.2 copies of letters of appointment of non-executive directors;
- 13.3 a copy of the articles of association of the Company;
- 13.4 the rules of the 2014 Sharesave Scheme; and
- 13.5 the rules of the LTIP.

# Appendix 1

## Summary of the new Braemar Shipping Services Plc Savings-Related Share Option Scheme 2014 (the "2014 Sharesave Scheme")

### 1.1 Administration

The board of Directors ("the Directors") of Braemar Shipping Services Plc (the "Company") are responsible for administering the 2014 Sharesave Scheme.

### 1.2 Eligibility

Employees and full-time Directors of the Company and its subsidiaries (the "Group") are entitled to participate if they are within the PAYE system and have completed a minimum period of six months continuous service (or as determined by the Directors). Other employees and Directors may participate at the Directors' discretion.

### 1.3 Period for the issue of invitations

The first invitations to apply for options may be issued within 28 days following the adoption of the 2014 Sharesave Scheme (the "Adoption Date"). Thereafter, invitations may be issued within 28 days of the announcement of the Company's interim and/or final results for any period. In exceptional circumstances, invitations may be issued at other times.

### 1.4 Exercise price

The exercise price per an ordinary share in the Company ("Ordinary Share") is determined by the Directors but must be no less than 80 per cent of its market value at the date of invitation (or its nominal value, if higher).

### 1.5 Applications and savings contracts

1.5.1 To participate, an eligible employee must complete and return an application form within a period determined by the Directors of between 14 and 20 days. Eligible employees must also take out either a three year or a five year save as you earn contract, saving between £10 and £500 per month (or such other amounts as are determined by the Directors and permitted by law).

1.5.2 Such a contract will entitle the participant, on the completion of his savings contract, to receive a full repayment of his contributions plus a bonus sum equal to a specified number of saving contributions (currently, the specified number is zero.)

### 1.6 Grant of options

The Directors will grant to participants options to acquire ordinary shares in the Company the aggregate exercise price for which is, as near as possible, equal to the anticipated savings repayment plus the relevant bonus. Options are non-transferable.

### 1.7 Scheme limits

The number of Ordinary Shares issuable pursuant to options granted under the 2014 Sharesave Scheme, when aggregated with the number of Ordinary Shares issued or issuable pursuant to rights granted under all Group employees' share schemes within the previous period of ten years, may not exceed 10 per cent of the Company's issued ordinary share capital at the date of grant.

### 1.8 Exercise and lapse of options

#### 1.8.1 General Position

An option is normally exercisable within 6 months following the relevant bonus date.

#### 1.8.2 Special Circumstances

Options may be exercised before the relevant bonus date in special circumstances such as a takeover and where a participant ceases to be employed within the Group more than three years after the date of grant or in particular situations such as injury or redundancy. Where an option is exercised before the bonus date, the number of shares which may be acquired is restricted according to the amount accrued under the savings contract up to the date of exercise.

#### 1.8.3 Exchange of options on a takeover

In the event of a takeover, a participant may be permitted to exchange his options for options over shares in the acquiring company.

### 1.9 Variations of share capital

On certain variations of the ordinary share capital of the Company the Directors may adjust the exercise price and the number of Ordinary Shares comprised in existing options to take account of the variation.

### 1.10 Pensionability of benefits

Benefits derived under the 2014 Sharesave Scheme are not pensionable.

### 1.11 Amendment

1.11.1 The Directors may amend the 2014 Sharesave Scheme to obtain and/or maintain tax-favoured status.

1.11.2 The Directors may also make other amendments to the 2014 Sharesave Scheme, provided that the provisions relating to eligibility to participate, the overall limit on the plan, the individual limits on participation, the basis for determining an individual's entitlement and adjustments to be made on a variation of share capital cannot be amended to the advantage of participants without the approval of the Company in general meeting. However, shareholder approval is not required for minor amendments to benefit the administration of the 2014 Sharesave Scheme or for amendments to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for future participants or for participating companies.

### 1.12 Termination

The 2014 Sharesave Scheme will terminate ten years after the Adoption Date or earlier, if the Directors so determine.

## Appendix 2

### Summary of the new Braemar Shipping Services Plc Long-Term Incentive Plan (“LTIP”)

#### 1.1 Eligibility

Any employee (including an executive director) of Braemar Shipping Services plc (the “**Company**”) or any of its subsidiaries (the “**Group**”) will be eligible to participate in the LTIP at the discretion of the remuneration committee of the board of directors of the Company (the “**Remuneration Committee**”).

#### 1.2 Form of Awards

Awards under the LTIP may be in the form of:

- 1.2.1 a conditional right to acquire ordinary shares in the Company (“**Ordinary Shares**”) at no cost to the participant (“**Conditional Award**”);
- 1.2.2 an option to acquire Ordinary Shares at no cost to the participant (“**Nil-Cost Option**”); or
- 1.2.3 a right to receive a cash amount which relates to the value of a certain number of notional Ordinary Shares (“**Cash Award**”),

and (Conditional Awards, Nil-Cost Options and Cash Awards are together referred to as “**Awards**” and each an “**Award**” and references to Ordinary Shares include notional Ordinary Shares to which a Cash Award relates, where appropriate.

#### 1.3 Performance Conditions

LTIP Awards will be subject to the satisfaction of one or more performance conditions over a performance period (normally at least three years) which will determine the proportion (if any) of the Award to vest.

The performance condition may be amended or substituted if one or more events occur which cause the Remuneration Committee to consider that an amended or substituted performance condition would be more appropriate. Any amended or substituted performance condition would not be materially less difficult to satisfy.

#### 1.4 Individual Limits

Awards will usually be granted to a participant in respect of any financial year of the Company over Ordinary Shares with a market value of up to a maximum of 100% of base salary. However, in exceptional circumstances (as determined by the Remuneration Committee), Awards may be made over Ordinary Shares with a market value of up to 200% of base salary.

#### 1.5 Grant of Awards

Awards may only be granted within the six week period following the approval of the LTIP by the Company’s shareholders, the announcement of the Company’s results for any period, any day on which a restriction on the grant of Awards is lifted, or on any day on which the Remuneration Committee determines that exceptional circumstances exist.

#### 1.6 Terms of Awards

Awards may be granted over newly issued Ordinary Shares, Ordinary Shares held in Treasury or Ordinary Shares purchased in the market. Awards are not transferable (other than on death). No payment will be required for the grant of an Award. Awards will not form part of pensionable earnings.

#### 1.7 Dividends

The Remuneration Committee may determine at the date of grant that the number of Ordinary Shares to which a participant’s Award relates will increase to take account of dividends in respect of vested Ordinary Shares from the grant date until the date of vesting (or, if the Remuneration Committee so determines, the date of exercise in the case of a Nil-Cost Option) on such terms as determined by the Remuneration Committee. The Remuneration Committee may determine that the participant will receive the cash equivalent of the additional Ordinary Shares.

Alternatively, the Remuneration Committee may provide additional cash or Ordinary Shares to participants based on the value of some or all of the dividends paid by the Company, calculated by reference to the number of vested Ordinary Shares. In these circumstances, the Remuneration Committee has the discretion to determine the basis on which this additional amount will be calculated, which may assume the reinvestment of the relevant dividends into Ordinary Shares.

#### 1.8 Overall limits

The number of Ordinary Shares issuable pursuant to Awards granted under the LTIP, when aggregated with the number of Ordinary Shares issued or issuable pursuant to rights granted under all Group employees’ share schemes within the previous period of ten years, may not exceed 10 per cent. of the Company’s issued ordinary share capital at the date of grant.

#### 1.9 Reduction for Malus

The Remuneration Committee may determine at any time prior to the date of vesting of an Award to reduce the number of Ordinary Shares to which an Award relates or impose additional conditions on an Award in circumstances in which the Remuneration Committee considers such action is appropriate, including:

- 1.9.1 a material re-statement of any financial results of the Company;
- 1.9.2 a material failure of risk management by the Company or a relevant business unit; or
- 1.9.3 serious reputational damage to the Company or a relevant business unit as a result of the participant’s misconduct or failure of supervision.

#### 1.10 Vesting and Exercise

Awards will normally vest as soon as practicable after the end of the performance period (or on such later date as the Remuneration Committee determines) and then only to the extent that the performance condition has been satisfied.

Nil-Cost Options will become exercisable until the tenth anniversary of the grant date.

The vesting of a Conditional Award and the exercise of a Nil-Cost Option is subject to obtaining any necessary approvals or consents from the United Kingdom Listing Authority, the Company’s share dealing policy and any other applicable laws or regulations.

At any time before the point at which the vested Ordinary Shares comprised in an Award have been issued or transferred to the participant, the Remuneration Committee may decide to pay a participant a cash amount equal to the value of the Ordinary Shares he would otherwise have received.

Any Ordinary Shares or cash that are to be issued, transferred or paid (as appropriate) to a participant in respect of an Award will be issued, transferred or paid (as appropriate) as soon as practicable after such obligation arises.

#### **1.11 Cessation of Employment**

If a participant dies, an unvested Award will, unless the Remuneration Committee determines otherwise, vest as soon as reasonably practicable after the participant's death, to the extent that the Remuneration Committee determines, taking into account the satisfaction of the performance condition and, if the Remuneration Committee so determines, the period of time that has elapsed since the Award was granted until the date of death. A participant's personal representatives will normally have 12 months from the participant's death to exercise any vested Nil-Cost Options.

If a participant ceases to be an officer or employee of the Group by reason of ill-health, injury, disability, or the sale of the business or entity that employs him out of the Group or for any other reason at the Remuneration Committee's discretion (except where a participant is summarily dismissed), a participant's unvested Award will usually continue, unless the Remuneration Committee determines that the Award will vest as soon as reasonably practicable following the date on which the participant ceases to be an officer or employee of the Group.

The Remuneration Committee will decide the extent to which an unvested Award vests in these circumstances, taking account of the extent to which the performance condition is satisfied at the end of the performance period or, as appropriate, at the date on which the participant ceases to be an officer or employee of the Group. Unless the Remuneration Committee in its discretion determines otherwise, the period of time that has elapsed since the Award was granted until the date on which the participant ceases to be an officer or employee of the Group will also be taken into account. Vested Nil-Cost Options will be exercisable for a period of six months.

If a participant ceases to be an officer or employee of the Group in any other circumstances an Award (whether vested or unvested) will lapse on the date on which the participant ceases to hold that office or employment.

#### **1.12 Corporate Events**

In the event of a change of control of the Company, Awards will vest at that time, taking into account the extent that the performance condition has been satisfied, and, unless the Remuneration Committee determines otherwise, the period of time which has elapsed between the grant date and the relevant event. Nil-Cost Options will then be exercisable for a period of one month.

Alternatively, the Remuneration Committee may permit participants to exchange Awards for equivalent awards which relate to shares in a different company. If the change of control is an internal reorganisation of the Group or if the Remuneration Committee so decides, participants will be required to exchange their Awards (rather than Awards vesting).

If other corporate events occur such as a winding-up of the Company, demerger, delisting, special dividend or other event which, in the opinion of the Remuneration Committee, may affect the current or future value of Ordinary Shares, the Remuneration Committee may determine that Awards will vest, taking into account the satisfaction of any relevant performance condition and, unless the Remuneration Committee determines otherwise, the period from the grant date to the date of the relevant event. The Remuneration Committee will determine in these circumstances the length of time during which Awards structured as Nil-Cost Options can then be exercised.

#### **1.13 Adjustments**

In the event of a variation of the Company's share capital or a demerger, delisting, special dividend, rights issue or other event, which may, in the Remuneration Committee's opinion, affect the current or future value of Ordinary Shares, the number of Ordinary Shares subject to an Award and/or the performance condition attached to Awards, may be adjusted.

#### **1.14 Amendment**

The Remuneration Committee may amend the LTIP or the terms of any Award at any time, provided that prior approval of the Company's shareholders in a general meeting will be required for amendments to the advantage of eligible employees or participants relating to eligibility, limits, the basis for determining a participant's entitlement to, and the terms of, the Ordinary Shares or cash comprised in an Award and the impact of any variation of capital.

However, any minor amendment to benefit the administration of the LTIP, to take into account legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment may be made by the Remuneration Committee without shareholder approval.

No amendment may be made to the material disadvantage of participants in the LTIP unless consent is sought from the affected participants and given by a majority of them.

#### **1.15 Termination**

The LTIP will usually terminate on the tenth anniversary of its approval by shareholders but the rights of existing participants will not be affected by any termination.

# **BRAEMAR**

SHIPPING SERVICES PLC

35 Cosway Street  
London NW1 5BT  
United Kingdom  
Telephone: +44 (0) 20 7535 2650

[www.braemarplc.com](http://www.braemarplc.com)