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## Notice of Annual General Meeting

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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 12.00 noon on 24 June 2015 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 12.00 noon on 22 June 2015.

# Part 1

## Letter from the Chairman

Registered office:  
One Strand  
Trafalgar Square  
London  
England  
WC2N 5HR

27 May 2015

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 12.00 noon on 24 June 2015 at the offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN. The formal notice convening the AGM is set out at the end of this document (the “Notice”).

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.

### EXPLANATORY NOTES

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

The Annual Report and Financial Statements of the Company for the year ended 28 February 2015 (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 2015.

#### Resolution 2 – Directors’ Remuneration Report

At the 2014 annual general meeting, shareholders approved the board’s remuneration policy. This policy remains unchanged and is not required to be approved at the AGM. The approved remuneration policy may be viewed in the annual report for 2014 which is available on the Company’s website at [www.braemar.com](http://www.braemar.com). The remuneration policy will be put to shareholders for approval again no later than 4 July 2017.

Resolution 2 is an ordinary resolution to approve the directors’ remuneration report (other than the remuneration policy) on the implementation of the remuneration policy. 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 43 of the Annual Report.

#### Resolution 3 – Final dividend

A final dividend of 17 pence per ordinary share for the year ended 28 February 2015 is recommended for payment by the directors of the Company. If you approve the recommended final dividend, this will be paid on 31 July 2015 to all ordinary shareholders who were on the register of members of the Company at the close of business on 3 July 2015.

#### Resolutions 4 to 6 – Re-election and election of directors

The Company’s articles of association require each director to retire from office and be subject to re-election at three-yearly intervals. Resolution 4 deals with the re-election of James Kidwell as a director of the Company in accordance with this requirement.

The Company’s articles of association require each director to retire from office and be subject to election at the first annual general meeting after appointment. Jürgen Breuer and Mark Tracey were appointed as directors following the last annual general meeting and, in accordance with the articles of association of the Company, will retire and offer themselves for election at the AGM. Resolutions 5 and 6 deal with the election of Jürgen Breuer and Mark Tracey.

Biographies of each of those directors seeking re-election and election can be found on pages 24 and 25 of the Annual Report. The Board confirms, following a performance review, that the directors standing for re-election and 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 £1,000,028 (representing approximately one third of the Company’s issued ordinary share capital as at 18 May 2015) during the period up to the conclusion of the next annual general meeting of the Company.

In addition, the Investment Association 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 £300,038 (representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 18 May 2015).

The Board intends to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 10:

- (i) in excess of an amount equal to 5 per cent. of the total issued ordinary share capital of the Company (excluding treasury shares); or
- (ii) in excess of an amount equal to 7.5 per cent. of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with shareholders, in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

### **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 3,000,383 (representing approximately 10 per cent. of the Company's issued ordinary share capital as at 18 May 2015) 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.

### **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 1,202,172 ordinary shares in the Company (representing approximately 4 per cent. of the issued ordinary share capital of the Company as at 18 May 2015).

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 12.00 noon on 24 June 2015 at the offices of Buchanan Communications, 107 Cheapside, London EC2V 6DN to transact the following business (of which resolutions 1 to 9 (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 2015.
2. To receive and approve the directors’ remuneration report (other than the remuneration policy) in the form set out in the Company’s annual report and financial statements for the financial year ended 28 February 2015.
3. To declare a dividend for the financial year ended 28 February 2015 of 17 pence per ordinary share.
4. To re-elect James Kidwell as a director of the Company.
5. To elect Jürgen Breuer as a director of the Company.
6. To elect Mark Tracey 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 £1,000,028; 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 £1,000,028 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
  - 10.2 the allotment (otherwise than pursuant to paragraph 10.1 above) of equity securities up to an aggregate nominal amount of £300,038, 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 3,000,383;
  - 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:

## Part 2

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

- 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.

By order of the board

**Martin Beer**  
Company Secretary

Registered Office:  
One Strand  
Trafalgar Square  
London  
England  
WC2N 5HR

27 May 2015

## Part 2

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

#### NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

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. CREST
  - 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.
  - 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 12.00 noon on 22 June 2015 (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 18 May 2015, being the last practicable date prior to the publication of this notice, the Company's issued share capital consisted of 30,003,839 ordinary shares carrying one vote each. Therefore the total voting rights in the Company as at that date were 30,003,839.
10. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
11. In the case of joint registered holders, the signature of one holder on a proxy card will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which names stand on the register of shareholders of the Company in respect of the relevant joint holding.
12. 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:
  - 12.1 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
  - 12.2 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.
13. 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:
  - 13.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - 13.2 the answer has already been given on a website in the form of an answer to a question; or
  - 13.3 it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
14. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.braemar.com](http://www.braemar.com).
15. 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:
  - 15.1 copies of the executive directors' service contracts with the Company;
  - 15.2 copies of letters of appointment of non-executive directors; and
  - 15.3 a copy of the articles of association of the Company.



# **BRAEMAR**

SHIPPING SERVICES PLC

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London  
England  
WC2N 5HR

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

