

Dated 17 February 2020

NEX RULES COMPLIANCE COMMITTEE
TERMS OF REFERENCE

of

THE BRITISH HONEY COMPANY PLC (THE
"COMPANY")

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The NEX Rules compliance committee of the Company (the **NEX Rules Compliance Committee**) has been established as a board committee in accordance with the Company's articles of association by resolution of the board of directors (the **Board**) passed on 17 February 2020.

1 MEMBERSHIP

- 1.1 The members of the NEX Rules Compliance Committee shall be appointed by the Board from amongst the executive and non-executive directors.
- 1.2 The NEX Rules Compliance Committee shall have at least two members. One member shall be an independent non-executive director, that is, independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgment. Where there are more than two members at any time, the majority of members shall not be executive directors. A quorum shall be two members. A duly convened meeting of the NEX Rules Compliance Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the NEX Rules Compliance Committee.
- 1.3 Appointments to the NEX Rules Compliance Committee should be made by the Board in consultation with the chairman of the NEX Rules Compliance Committee. The chairman of the NEX Rules Compliance Committee shall be appointed by the Board. In the absence of the chairman of the NEX Rules Compliance Committee, the remaining members present shall elect one of their number to chair the meeting.
- 1.4 If a member is unable to act for any reason, the chairman of the NEX Rules Compliance Committee may appoint another non-executive director as an additional member provided always that the majority of members shall be independent as described in paragraph 1.2 above.
- 1.5 The members of the NEX Rules Compliance Committee shall be re-elected each year by the Board and may be re-elected for further one year periods, so long as the independent member(s) continue to be independent.

2 SECRETARY

The secretary of the NEX Rules Compliance Committee shall be the secretary of the Company or such other person as the NEX Rules Compliance Committee may appoint.

3 ATTENDANCE AT MEETINGS

The NEX Rules Compliance Committee may invite any person it thinks appropriate to join the members of the NEX Rules Compliance Committee at its meetings.

4 FREQUENCY OF MEETINGS

- 4.1 At least four meetings shall be held each year. These meetings shall be convened by the secretary of the NEX Rules Compliance Committee at the request of its chairman.
- 4.2 The NEX Rules Compliance Committee may meet at other times during the year as agreed between its members.

5 AUTHORITY

The NEX Rules Compliance Committee is authorised by the Board to:

- 5.1 investigate any activity within its terms of reference;
- 5.2 seek any information it requires from any employee;

- 5.3 obtain outside legal or other independent professional advice at the Company's expense when the NEX Rules Compliance Committee reasonably believes it is necessary to do so; and
- 5.4 instruct external professional advisers to attend any meeting at the Company's expense if the NEX Rules Compliance Committee considers this necessary or appropriate.

6 **FUNCTION AND DUTIES**

- 6.1 The NEX Rules Compliance Committee is responsible for ensuring that the Company:
 - 6.1.1 has in place at all times sufficient procedures, resources and controls to enable its compliance with the NEX Exchange Growth Market Rules for Issuers (**NEX Rules**) and the NEX Exchange Handbook for Corporate Advisers (**NEX Handbook**) (as published by Nex Exchange Limited from time to time);
 - 6.1.2 has in place sufficient procedures to seek advice from its Corporate Adviser in advance regarding its compliance with the NEX Rules and the NEX Handbook whenever it is appropriate and takes that advice into account;
 - 6.1.3 ensures that an executive director is available to be contacted by the Corporate Adviser at any time in order to deal with any reasonable request by the Corporate Adviser pursuant to the NEX Rules, the NEX Handbook or the City Code on Takeovers and Mergers;
 - 6.1.4 ensures that each of the directors of the Company from time to time fully understands the requirements of the NEX Rules, the NEX Handbook and the City Code on Takeovers and Mergers;
 - 6.1.5 has in place sufficient procedures to approve any share dealing by directors or employees of the Company and to ensure that all share dealings are disclosed without delay in order to comply with Rule 42 of the NEX Rules; and
 - 6.1.6 has access to all information which it needs in order to comply with Rule 75 of the NEX Rules.
- 6.2 The NEX Rules Compliance Committee shall:
 - 6.2.1 make recommendations to the Board or the Chairman on procedures, resources and controls to enable the Company's compliance with the NEX Rules and the NEX Handbook;
 - 6.2.2 provide the Company's Corporate Adviser with any information it requests in order for the Corporate Adviser to carry out its responsibilities under the NEX Rules and the NEX Handbook;
 - 6.2.3 ensure that the directors of the Company accept full responsibility, collectively and individually, for compliance with the NEX Rules and the NEX Handbook; and
 - 6.2.4 ensure that each of the directors of the Company discloses without delay all information which it needs in order to comply with Rule 42 of the NEX Rules.

7 **REPORTING TO SHAREHOLDERS**

The chairman of the NEX Rules Compliance Committee should attend the Company's annual general meeting for the purpose of handling any questions or enquiries at the meeting concerning the work of the NEX Rules Compliance Committee during the preceding year.

8 **MINUTES**

The secretary of the NEX Rules Compliance Committee shall circulate the minutes of each meeting of the NEX Rules Compliance Committee to all members of the Board.

Date: 17 February 2020