

Terms of Reference for the Sub Committee regarding Market Abuse Regulation Disclosure

(the "Committee" or the "Disclosure Committee")

B.P. Marsh & Company Plc

(The "Company")

Adopted on the 6th October 2016

DISCLOSURE COMMITTEE TERMS OF REFERENCE

1. PURPOSE OF THE COMMITTEE

1.1 In order to meet its legal and regulatory obligations the Company is required to make timely and accurate disclosure of any inside information. The AIM Rules also require that a company must take reasonable steps to establish and maintain adequate procedures, systems and controls to enable it to comply with its obligations under those Rules.

1.2 The Board has delegated responsibilities to the Disclosure Committee to oversee the Company's compliance with its obligations (as laid down by the AIM Rules, Disclosure and Transparency Rules and the Market Abuse Regulation) in respect of the disclosure and control of inside information directly concerning the Company. However, the delegation of responsibilities to the Disclosure Committee does not exclude the Board from assuming any of the Committee's responsibilities.

1.3 For the purposes of these terms of reference "inside information" is information which:

1.3.1 Is of a precise nature;

1.3.2 Is not generally available;

1.3.3 Relates, directly or indirectly, to one or more issuers or to one or more financial instruments; and

1.3.4 Would, if generally available, be likely to have a significant effect on the price of those financial instruments or on the price of related derivative financial instruments.

2. MEMBERSHIP

2.1 The Committee shall be appointed by the Board and shall comprise at least three members and will be reviewed on a periodic basis. Unless elected otherwise by the Committee, the Chairman of the Board shall act as the Chairman of the Committee. The initial members shall be:

2.1.1 The Chairman of the Board;

2.1.2 The Managing Director; and

2.1.3 The Group Company Secretary.

2.2 Only members of the Committee have the right to attend Committee meetings. However, all members of the Board will receive minutes of all meetings convened and will be provided with a copy of papers distributed to the Committee upon request. Other executives of the Company and/or any external professional advisors may be invited to attend all or part of any meetings as and when appropriate.

3. SECRETARY

The Company Secretary or his/her duly appointed nominee shall act as Secretary of the Committee.

4. QUORUM

The quorum necessary for the transaction of business of the Committee shall be two members, one of whom must be the Chairman of the Board or a director nominated by him. A duly convened meeting of the 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 Committee. In the event that the Committee is unable to convene with sufficient quorum, any Committee member is allowed to make a decision on behalf of the Committee. In these circumstances, the Disclosure Committee and the remaining members of the Board must be informed of such decisions as soon as it is practically possible. As appropriate for discharging their responsibilities, the Committee has full access to the Company's books, records and advisors.

5. FREQUENCY OF MEETINGS

5.1 The Committee shall meet (including by telephone) at such times as shall be necessary or appropriate, as determined by both the Chairman of the Committee and Group Company Secretary, and will follow its procedures in order to comply with the Market Abuse Regulation, AIM Rules and Disclosure and Transparency Rules.

5.2 In addition, the Committee will meet to review the operation, adequacy and effectiveness of the Company's disclosure procedures and its own procedures annually.

5.3 The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

5.4 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all members of the Committee and to other members of the Board unless it would be inappropriate to do so.

6. RESPONSIBILITIES

6.1 The Committee is responsible for:

6.1.1 The design, implementation and evaluation of such procedures and controls for the identification, treatment and disclosure of inside information as shall be approved by the Board from time to time (the "Disclosure Procedures");

- 6.1.2 Determining whether information submitted and reviewed by the Committee requires disclosure under the relevant Rules;
- 6.1.3 Resolving any questions of materiality of information;
- 6.1.4 Reviewing and advising on the scope, content and appropriateness of any disclosure (including selective disclosure) and arranging for such disclosure to be made;
- 6.1.5 Reviewing whether the inside information complies with the circumstances for the delay of disclosing and to implement and monitor the delay procedures, as required;
- 6.1.6 When a decision to delay disclosure has been made, regularly review the decision and circumstances leading to the decision
- 6.1.7 Informing the Company Secretary of inside information giving rise to the need for amendment to the Insider list; and
- 6.1.8 Reviewing the requirement for announcements (or holding announcements, as the case may be) in the case of:
 - 6.1.8.1 Rumours relating to the Company;
 - 6.1.8.2 Interim steps in a protracted process;
 - 6.1.8.3 A change in circumstances when disclosure of information has been delayed; and
 - 6.1.8.4 In the case of a leak of inside information.

6.2 The Committee is responsible for ensuring an appropriate verification process is implemented for disclosing information and releasing announcements to the London Stock Exchange.

7. EXTERNAL ADVICE

The Committee is authorised to take external professional advice, at the Company's expense, as may be necessary, including from the Company's nominated advisers, broker and legal advisers. In particular, the Committee is authorised to consult with the Company's corporate brokers and legal advisors when relevant in order for the Committee to assess if the information is inside information, and to determine the nature and scope of the Company's disclosure obligations, including the basis on which disclosure can be delayed. If external advice is sought, a summary of the advice will be recorded and circulated to the Committee

8. REPORTING

The Committee shall report on its activities to the Board and, in particular, inform the Board of any material developments in regard to the identification, procedures and disclosure of inside information, including the reasons cited for any delay to disclosure. Where the Committee sees fit, it will make recommendations to the Board if improvement is needed.

9. APPROVAL

9.1 The Committee shall review these terms of Reference and the Company's Disclosure Procedures on a regular basis and in particular, in response to changes in regulatory requirements, legal requirements or best practice, and shall recommend any changes to the Board that it deems necessary.

9.2 These terms of reference were approved by the Board and the Committee on [x].