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If you have sold or otherwise transferred all your shares in Honeycomb Investment Trust plc, please forward this document and 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.

Honeycomb Investment Trust plc



NOTICE OF ANNUAL GENERAL MEETING

27 April 2017

Dear Shareholder,

Annual General Meeting

I am pleased to send you details of the Annual General Meeting (“AGM”) of Honeycomb Investment Trust plc (the “Company”).

The AGM will be held on 2 June 2017 at Instinctif Partners, 65 Gresham Street, London EC2V 7NQ and will start at 10.00 a.m. Shareholder registration will be available from 9.15 a.m. **A map showing how to get to Instinctif Partners is set out at the end of my letter.**

The following documentation is enclosed with this letter:

- Notice of AGM, which sets out the details of the resolutions to be proposed at the AGM; and
- Form of Proxy (and prepaid envelope).

Please note that the Company’s Annual Report and Financial Statements in respect of the period from 2 December 2015 to 31 December 2016 (the “Annual Report”) are available to view and to download electronically on the Company’s website at www.honeycombplc.com/documents.

If you have previously indicated that you would prefer to receive a printed copy of the Annual Report, then you will also find a copy of the Annual Report enclosed.

The AGM is an opportunity for shareholders to express their views directly to the Board and the Investment Manager and I hope that you will take the opportunity to do so.

What to do next

The business of the meeting will be conducted on a poll. The board considers that a poll is the more transparent method of voting as shareholders’ votes are to be counted according to the number of shares held.

If you cannot attend the AGM, I strongly encourage you to exercise your right to vote by appointing a proxy to vote at the AGM on your behalf. To appoint a proxy, please complete the enclosed Form of Proxy, and return it in the prepaid envelope provided (no postage is required if posted within the UK) to the Company’s Registrars, Computershare Investor Services plc, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England so as to arrive as soon as possible but in any event not later than 10.00 a.m. on 31 May 2017. Alternatively, if you would prefer to appoint a proxy or proxies electronically, you may do so via the website run by Computershare at www.investorcentre.co.uk/eproxy using the Control Number, Shareholder Reference Number (SRN) and PIN provided on the Form of Proxy or, if you are a CREST member, by following the procedure explained in paragraph 13 of the Notes to the Notice of AGM. In any event, your proxy appointment must be received by Computershare by 10.00 a.m. on 31 May 2017. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy. The appointment of a proxy will not prevent you attending the AGM and voting in person should you so wish. Further details relating to voting by proxy are set out in the Notes to the Notice of AGM on pages 11 to 14 of this document.

Shareholder Helpline

If you have any questions relating to the enclosed documents, please call the Company’s Registrars, Computershare, on 0370 707 4023. Lines are open from 8.30 a.m. to 5.30 p.m., Monday to Friday. The helpline cannot give any financial, legal or tax advice.

Documents available for inspection

The following documents are available for inspection at the registered office of the Company during usual business hours on any weekday (public holidays excepted) from the date of the Notice of AGM until conclusion of the AGM and will also be available for inspection at the AGM venue from at least 15 minutes before the AGM until the conclusion of the AGM:

- a copy of the Company's memorandum of association and articles of association;
- copies of the letters of appointment of the Directors of the Company; and
- the Annual Report.

Explanatory Notes

Explanatory notes on each of the resolutions to be considered at the AGM are set out on pages 7 to 10 of this document. Biographical details of each Director seeking re-election are set out in on pages 15 to 16 of this document and are also available for viewing on the Company's website at www.honeycombplc.com/governance/board-of-directors.

Recommendation

The Directors believe that all the proposed resolutions to be considered at the AGM are in the best interests of the Company and its members as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions.

Yours sincerely,

Robert Sharpe
Chairman

Directions to the AGM venue

Arrival by train:

Bank underground station, served by the Central, Northern, District, Circle, DLR and Waterloo & City lines, is five minutes' walk from the venue. St. Paul's underground station, served by the Central line, is five minutes' walk from the venue. Cannon Street, Liverpool Street and Moorgate stations, served by National Rail services, are 7-10 minutes' walk from the venue.

Arrival by Bus:

Bus numbers 8, 25 and 242 stop on Cheapside which is located two minutes' walk from the venue. Unfortunately, we cannot offer car parking spaces.



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting (“**AGM**”) of Honeycomb Investment Trust plc (the “**Company**”) will be held at Instinctif Partners, 65 Gresham Street, London EC2V 7NQ on 2 June 2017 at 10.00 am. You will be asked to consider and if thought fit to pass the resolutions below. Resolutions 11 to 13 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

- Resolution 1 - To receive and adopt the Company’s Annual Report and Financial Statements for the period from 2 December 2015 to 31 December 2016 (the “**Annual Report**”).
- Resolution 2 - To approve the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy) set out on pages 36 to 38 of the Annual Report.
- Resolution 3 - To approve the Directors’ Remuneration Policy set out on pages 36 to 37 of the Annual Report.
- Resolution 4 - To approve the Company’s dividend policy to pay four interim dividends per year.
- Resolution 5 - To re-elect James Coyle as a Director of the Company.
- Resolution 6 - To re-elect Robert Sharpe as a Director of the Company.
- Resolution 7 - To re-elect Ravi Takhar as a Director of the Company.
- Resolution 8 - To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until conclusion of the next annual general meeting of the Company at which accounts are laid.
- Resolution 9 - To authorise the Audit Committee to determine PricewaterhouseCoopers LLP’s remuneration as auditors of the Company.
- Resolution 10 - That the Directors be generally and unconditionally authorised, in addition to all subsisting authorities, to exercise all the powers of the Company to allot ordinary shares of £0.01 each in the capital of the Company (“**Ordinary Shares**”), and to grant rights to subscribe for or to convert any security into Ordinary Shares for any purpose, up to an aggregate nominal amount of £400,000.00, such authority to apply until the end of next year’s annual general meeting (or, if earlier, until the close of business on 31 August 2018) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Ordinary Shares to be allotted or rights to subscribe for or convert securities into Ordinary Shares to be granted after the authority ends and the Board may allot Ordinary Shares or grant rights to subscribe for or convert securities into Ordinary Shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

To consider and if thought fit to pass the following as special resolutions:

- Resolution 11 - That if Resolution 10 is passed, the Directors be given power, in addition to all subsisting powers, to allot Ordinary Shares under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that in the case of any Ordinary Shares allotted the issue price is no lower than the latest published net asset value per Ordinary Share (as calculated in accordance with the Company’s policies existing from time to time), such power to apply until the end of next year’s annual general meeting (or, if earlier, until the close of business on 31 August 2018), but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require Ordinary Shares to be allotted (or treasury shares to be sold) after the power ends and the Directors may allot Ordinary Shares (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 12 - That the Company be and is hereby generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693 of that Act) of Ordinary Shares on such terms and in such manner as the Directors may determine from time to time, provided that:

- (a) the maximum aggregate number of Ordinary Shares that may be acquired under this authority is 2,988,915;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is its nominal value;
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of: (i) an amount equal to 105% of the average of the mid-market values for the Ordinary Shares for the five business days immediately preceding the day on which the Company contracts to purchase the Ordinary Share; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent purchase bid at the time on the trading venue on which the purchase is carried out;
- (d) Ordinary Shares purchased pursuant to the authority conferred by this resolution shall be either (i) cancelled immediately upon completion of the purchase, or (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006,

such authority to expire at close of business on 31 August 2018 or, if earlier, on the conclusion of the next annual general meeting of the Company but, in each case, during this period the Company may enter into a contract to purchase Ordinary Shares which would, or might, be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the authority had not ended.

Resolution 13 - That any general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the next annual general meeting of the company.

By order of the Board

Apex Fund Services (UK) Ltd

Company Secretary

27 April 2017

Registered Office:

Veritas House,
125 Finsbury Pavement,
London EC2A 1NQ

Registered in England and Wales No. 09899024

Explanatory Notes on the Resolutions

Resolution 1 – To receive and adopt the Annual Report and Financial Statements

The Directors are required to present the financial statements, Directors' Report and Auditor's Report to the meeting. These are contained in the Company's Annual Report and Financial Statements for the period from 2 December 2015 (being the date of incorporation of the Company) to 31 December 2016 (the "Annual Report"). A resolution to receive and adopt the financial statements, together with the Directors' Report and the Auditor's Report on those accounts is included as an ordinary resolution.

Resolutions 2-3 – Remuneration

An advisory resolution to approve the Directors' Remuneration Report is included together with a binding resolution to approve the Director's Remuneration Policy. The Directors' Remuneration Report and Remuneration Policy are each set out in the Annual Report.

Resolution 4 – Dividend Policy

A resolution to approve the Company's existing dividend policy to pay four interim dividends per year.

Under the Company's Articles of Association, the Board is authorised to approve the payment of interim dividends without the need for the prior approval of the Company's shareholders.

Having regard to corporate governance best practice relating to the payment of interim dividends without the approval of a final annual dividend by a company's shareholders, the Board has decided to seek express approval from Shareholders of its dividend policy to pay four interim dividends per year. This dividend policy remains unchanged to that disclosed in the Company's initial public offering prospectus published on 18 December 2015. The approval sought from Shareholders is set out at Resolution 4. It should be noted that the dividend policy is not a profit forecast and if dividends are declared by the Board, they will only be paid to the extent permitted in accordance with the Companies Act 2006.

Notwithstanding the provisions of the Company's Articles of Association, it is the intention of the Board to refrain from authorising any further interim dividends payment until such time as the Company's dividend policy is approved by its Shareholders. Accordingly, if Resolution 4 is not passed at the AGM, it is the Board's intention to recommend the declaration of any future dividends to the Company's Shareholders for approval in general meeting until such time as an equivalent resolution approving the Company's dividend policy is approved by the Shareholders.

Resolutions 5-7 – Re-election of Directors

The Company's Articles of Association require that all Directors retire and seek re-election at every annual general meeting. In accordance with the approach, all the Directors will stand for re-election to the Board.

Full biographies of all the Directors are set out on pages 15 to 16 and are also available for viewing on the Company's website at www.honeycombplc.com/governance/board-of-directors.

Resolutions 8 and 9 – Appointment and Remuneration of Auditor

At each meeting at which the Company's financial statements are presented to its members, the Company is required to appoint an auditor to serve until the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the election of PricewaterhouseCoopers LLP and this will be proposed to the AGM as Resolution 8. Resolution 9 authorises the Audit Committee to fix the remuneration of PricewaterhouseCoopers LLP as auditors.

Resolution 10 – Authority to allot ordinary shares

The Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. Resolution 10 will, if passed, authorise the Directors to allot the Company's ordinary shares or grant rights to subscribe for, or convert any security into, ordinary shares in the Company up to a maximum nominal amount of £400,000.00 representing 40,000,000 ordinary shares and is equivalent to approximately 200.74 per cent. of the Company's existing issued ordinary share capital as at 21 April 2017 (being the latest practicable date prior to publication of the Notice). The Company currently holds no shares in treasury.

The Directors wish to use such authority to ensure that the Company is able to take advantage of investment opportunities identified by its investment manager (in accordance with the Company's investment objective) as and when they arise. The Directors remain focussed on delivering the Company's investment objective and are also mindful of the likely benefit to all members of increasing the market liquidity in the Company's shares and of reducing the Company's administrative expenses on a per share basis by increasing the number of ordinary shares in issue.

The Directors expect to exercise their authority to allot shares during the forthcoming period of twelve months, in whole or in part, to raise additional capital primarily for the purpose of acquiring investments sourced by the Company's investment manager in line with the Company's investment policy. Under the Companies Act 2006, the Company is restricted from issuing shares on a non-pre-emptive basis unless permitted pursuant to a special resolution of the Company of the sort proposed in Resolution 11. Under Resolution 11, the Directors may only issue shares on a non-pre-emptive basis at a gross price which is at least equal to the latest published net asset value per existing ordinary share at the time of their issue. Taken together, these factors mean that the Directors must issue shares in a manner which enables investors to avoid dilution to the then prevailing net asset value attributable to their shares.

The Directors are mindful that the size of the authority sought exceeds the levels recommended by corporate governance best practice. However, the Directors are of the view that such best practice is not directly relevant to the Company due to its status as an investment fund, and have instead sought to ensure that investors are appropriately protected against dilution through the arrangements described above. The Directors therefore believe that it will promote the success of the Company for the benefit of its members as a whole to have flexibility to issue new ordinary shares up to a maximum nominal amount of £400,000.00 (equal to approximately 200.74 per cent. of the Company's issued ordinary share capital as at 21 April 2017 (being the latest practicable date prior to publication of the Notice)).

This authority will expire (unless previously renewed, varied or revoked) on the conclusion of the 2018 annual general meeting of the Company (or, if earlier, at the close of business on 31 August 2018).

Resolution 11 – Authority to dis-apply pre-emption rights

Resolution 11 is a special resolution which is being proposed to authorise the Directors to disapply the pre-emption rights of existing Shareholders in relation to issues of ordinary shares under Resolution 10 (being in respect of ordinary shares up to an aggregate nominal value of £400,000.00, representing up to approximately 200.74 per cent. of the Company's issued ordinary share capital as at the date of the Notice), provided that in the case of any ordinary shares allotted the issue price is no lower than the latest published net asset value per ordinary share (as calculated in accordance with the Company's policies existing from time to time).

The Directors are seeking such authority to ensure that the Company is able to take advantage of investment opportunities identified by the Company's investment manager (in line with the Company's investment policy) as and when such opportunities arise. The Directors believe that it would not be practical to obtain specific authority to disapply pre-emption rights in relation to issues of ordinary shares only when the need arises, primarily due to the time it would take to prepare the relevant circular to shareholders, obtain pre-clearance for the circular from the authorities, and then print and despatch the relevant circular to shareholders convening the general meeting to seek shareholders' approval.

The Directors are not able to issue shares on a non-pre-emptive basis pursuant to the authority granted by Resolution 11 at a gross price which is less than the latest published net asset value per existing ordinary share at the time of their issue. As such, there should be no dilution to the then prevailing net asset value attributable to shareholders arising from such issue. The Directors therefore believe that granting the authority to disapply pre-emption rights provided pursuant to Resolution 11 will enable the Company to act on a timely basis to issue shares while protecting investors against dilution and that granting such authority will promote the success of the Company for the benefit of its members as a whole.

This authority will expire (unless previously renewed, varied or revoked) on the conclusion of the 2018 annual general meeting of the Company (or, if earlier, at the close of business on 31 August 2018).

Resolution 12 – Purchase of Own Shares

Resolution 12 is a special resolution that will grant the Company authority to make market purchases of up to 2,988,915 of its own ordinary shares, representing 14.99 per cent. of the ordinary shares in issue as at 21 April 2017 (being the latest practicable date prior to publication of the Notice). The ordinary shares bought back may either be cancelled or placed into treasury at the determination of the Directors.

The price per ordinary share that the Company may pay is set at a minimum amount of the nominal value of each ordinary share and a maximum amount of the higher of: (i) 105% of the average of the middle market values of an ordinary share of the Company for the five business days immediately preceding the day of purchase; and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent purchase bid for an ordinary share.

The Directors have no present intention of making such purchases but consider it prudent to retain the ability to do so. In addition, the Directors would not exercise the authority granted under this resolution unless they consider it to be likely to promote the success of the Company for the benefit of its members as a whole, which may include addressing any significant imbalance between the supply and demand for the Company's ordinary shares and to manage a discount to net asset value at which the ordinary shares trade. Purchases would be made in accordance with the provisions of the Companies Act 2006 and the FCA's Listing Rules (as voluntarily adopted by the Company). This authority shall expire on the conclusion of the 2018 annual general meeting of the Company (or, if earlier, at the close of business on 31 August 2018) when a resolution to renew the authority will be proposed. The Directors currently intend that any ordinary shares repurchased would be held in treasury, subject to applicable law and regulation.

From the Company's incorporation on 2 December 2015 to 31 December 2016, the Company made no market purchase of its own ordinary shares. As at 21 April 2017 (being the latest practicable date prior to publication of the Notice), no treasury shares were held by the Company.

Takeover Code Requirements

Under Rule 9 of the City Code on Takeovers and Mergers (the "Code") when:

1. a person acquires an interest in shares which (taken together with shares in which he and persons acting in concert (as defined in the Code) with him are interested) carry 30 per cent. or more of the voting rights of a company subject to the Code; or
2. any person who, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of a company subject to the Code, but does not hold shares carrying more than 50 per cent. of the voting rights of the company, and such person, or any persons acting in concert with him, acquires an interest in any shares which increase the percentage of shares carrying voting rights in which he is interested, that person together with the persons acting in concert with him, is normally required to extend offers in cash, at the highest price paid by him (or any persons acting in concert with him) for shares in the company within the preceding 12 months, to the holders of any class of equity share capital whether voting or non-voting and also to the holders of any other class of transferable securities carrying voting rights.

Rule 37 of the Code states that when a company redeems or purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purposes of Rule 9. However, Note 1 of Rule 37.1 states that a person who comes to exceed the limits in Rule 9.1 in consequence of a company's redemption or purchase of its own shares will not normally incur an obligation to make a mandatory offer unless that person is a director, or the relationship of the person with any one or more of the directors is such that the person is, or is presumed to be, acting in concert with any of the directors. A person who has appointed a representative to the board of the company, and investment managers of investment trusts, will be treated for these purposes as a director.

As at 21 April 2017 (being the date of the latest share register available to the Company), Invesco Limited ("Invesco") indirectly held 45.86 per cent. of the ordinary share capital of the Company. If the proposed buy-back authority were to be used in full, the repurchase of ordinary shares could result in Invesco indirectly holding 53.95 per cent. of the reduced ordinary share capital of the Company (assuming that the relevant Invesco shareholding entities did not sell any ordinary shares in connection with the exercise). As at 21 April 2017 (being the date of the latest share register available to the Company), Old Mutual plc ("Old Mutual") indirectly held 27.45 per cent. of the ordinary share capital of the Company. If the proposed buy-back authority were to be used in full, the repurchase of ordinary shares could result in Old Mutual indirectly holding 32.30 per cent. of the ordinary share capital of the Company (assuming that the relevant Old Mutual shareholding entities did not sell any ordinary shares in connection with the exercise).

The Board notes that, if Invesco's holding of ordinary shares exceeds 50 per cent. of the reduced ordinary share capital of the Company following any exercise of the proposed buy-back authority, Invesco could thereafter acquire further interests in shares in the Company without incurring any further obligation under Rule 9 of the Code to make a general offer for the outstanding shares in the Company.

The Panel on Takeovers and Mergers (the “Panel”) must be consulted in advance in any case where Rule 9 of the Code might be relevant. The Company has consulted with the Panel in relation to the proposed buy-back authority. The Panel has confirmed on an ex parte basis to the Company that, provided that:

- (a) Invesco and Old Mutual are not acting in concert with one another; and
- (b) neither Invesco nor Old Mutual is acting in concert with the Company or any of its directors (such that they should be treated as “innocent bystanders” in relation to any increase in their holdings of shares in the Company as a result of an on-market share buyback),

the Panel will not require Invesco or Old Mutual, nor any person deemed to be acting in concert with them, to make a mandatory offer under Rule 9 of the Code on the grounds that its or their interest in the ordinary share capital of the Company has increased as a result only of the purchase by the Company of its own shares pursuant to the authority conferred by Resolution 12.

Resolution 13 – Notice Period for General Meetings

Resolution 13 is a special resolution that will give the Directors the ability to convene general meetings, other than annual general meetings, on a minimum of 14 clear days’ notice. The minimum notice period for annual general meetings will remain at 21 clear days. This authority would provide the Company with flexibility where action needs to be taken quickly but will only be used where the Directors consider it in the best interests of Shareholders to do so and the matter is required to be dealt with expediently. The approval will be effective until the 2018 annual general meeting of the Company, at which it is intended that renewal will be sought.

Notes to the Notice of Annual General Meeting

1. Only those shareholders registered in the Company's register of shareholders at 6.00 p.m. on 31 May 2017 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting and a shareholder may vote in respect of the number of ordinary shares registered in that shareholder's name at that time. Changes to the entries in the register of shareholders after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. The doors will open at 9.15 a.m. and you may wish to arrive by 10.00 a.m. to enable you to register and take your seat in good time.
3. Any member wishing to vote at the AGM without attending in person must appoint a proxy to do so. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company but must attend the AGM to represent a member. A form of proxy which may be used to make such appointment and give proxy instructions for use at the AGM is enclosed with this Notice. Appointing a proxy will not prevent a member from attending and voting in person at the AGM should he or she so wish, although votes cast by proxy will, in that circumstance, be superseded. To appoint more than one proxy, a member should photocopy the form of proxy enclosed with this Notice. The member should indicate the proxy holder's name and the number of shares in relation to which he or she is authorised to act as the member's proxy (which, in aggregate, should not exceed the number of shares held by the member). The member should also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. If a member appoints more than one proxy and the forms of proxy appointing those proxies would give those proxies the apparent right to exercise votes on behalf of the member in a general meeting over more shares than are held by the member, then each of those forms of proxy will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the AGM.
5. To be valid, a form of proxy, (together with any power of attorney or other authority under which it is signed, or a certified copy of such item), duly completed, signed or sealed (as appropriate) and dated must be returned to the Company's Registrars, Computershare, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, so as to arrive no later than 10.00 a.m. on 31 May 2017.
6. The form of proxy must be executed by a shareholder or his or her attorney duly authorised in writing. In the case of a corporation, it must be executed under seal or signed by an officer, attorney, or other person authorised to sign it.
7. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. Alternatively a shareholder may appoint a proxy or proxies electronically either via the website run by Computershare at www.investorcentre.co.uk/eproxy using the Control Number, Shareholder Reference Number (SRN) and PIN provided on the form of proxy or, if such shareholder is a CREST member, by using the procedure described in paragraph 13 below. To be valid, your proxy appointment must be received by Computershare by 10.00 a.m. on 31 May 2017.
9. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 13 below) will not prevent a member attending the AGM and voting in person if he/she wishes to do so.

10. When two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting or poll, the one which is last received (regardless of its date or of the date of its signature) shall be treated as replacing and revoking the others as regards that share, if the company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.
11. In the case of joint registered holders, the signature of only one holder will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand on the register of shareholders of the Company in respect of the relevant joint holding.
12. 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 a member gives no voting indication on the form of proxy, that member's proxy will vote or abstain from voting at his or her discretion. A member's 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.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the purposes of the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual, which can be viewed at www.euroclear.com. 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 or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear'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 3RA50) by no later than 10.00 a.m. on 31 May 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) 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 proxies appointed through CREST should be communicated to the appointee through other means.

CREST personal members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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.

14. Any corporation which is a member may appoint one or more corporate representatives who may exercise on its behalf all of its powers, provided that they do not exercise their powers differently in relation to the same shares. Any such representative should bring to the meeting written evidence of their appointment, such as a certified copy of a board resolution of, or a letter from the corporation concerned confirming the appointment.
15. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may have a right, under an agreement between him or her and the shareholder by whom he or she was nominated, to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

16. The statements of the rights of shareholders in relation to the appointment of proxies in paragraphs 3 to 5 above do not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
17. As at 21 April 2017 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consists of 19,926,110 ordinary shares of 1 pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 21 April 2017 (being the latest practicable date prior to publication of the Notice) are 19,926,110.
18. Under section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) 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 AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
19. Any shareholder attending the AGM 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 AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
20. In accordance with section 311A of the Companies Act 2006, the contents of the Notice of AGM, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of the Notice of AGM are available to view and to download on the Company's website at www.honeycombplc.com/documents.
21. The results of the voting at the AGM will be announced through a Regulatory Information Service and will appear on our website at www.honeycombplc.com/documents following the AGM on 2 June 2017.
22. Save as provided above, any communication with the Company in relation to the AGM, including in relation to proxies, should be sent to the Company's Registrars, Computershare, at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in the Notice of AGM or in any related documents (including the Annual Report, the form of proxy or the AGM Shareholder Admission Card) to communicate with the Company for any purposes other than those expressly stated. A member may not use any electronic address provided either in this Notice or any related documents (including the chairman's letter and form of proxy) to communicate with the Company for any purposes other than those expressly stated.
23. A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. Shareholders' attention is drawn to the following security and admissions arrangements for the AGM. The Company does not permit behaviour that may interfere with the security, safety and good order of the AGM, or with the security or safety of any other attendees of the AGM. Attendees of the AGM will be asked to pass through our security systems before entering the meeting and all bags may be checked. No cameras or recording equipment will be permitted at the AGM. All mobile phones and other electronic communication devices should be switched off during the AGM. Guests are not entitled to attend the AGM as of right, but may be permitted entry at the absolute discretion of the Company. Shareholders' co-operation with these arrangements is greatly appreciated. Proxies and corporate representatives should bring copies of the authority or power of attorney under which they have been appointed.

24. Members meeting the threshold requirements in sections 338 and 338A of the Companies Act 2006 have the right to require the Company: (i) to give to members entitled to receive notice of the meeting notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or (as applicable) the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than the time at which notice is given of the meeting, and (in the case of a matter to be included in the business at an annual general meeting only) must be accompanied by a statement setting out the grounds for the request.
25. Except as provided above, members who have any special needs or require wheelchair access to the AGM venue should contact the Company Secretary at priya@apexfunds.co.uk in advance of the meeting (no other methods of communication will be accepted).

Biographies of the Directors Seeking Re-Election

ROBERT SHARPE

Independent Non-Executive Director

Chairman of the Board and the Management Engagement Committee and a member of the Audit Committee

Appointed to the Board in December 2015

Skills, Experience and Former Appointments

Robert has over 35 years' experience in retail banking. Robert has recently returned from the Middle East where he held several non-executive Directorships at banks in the UAE, Oman and Turkey. Robert was previously Executive Chairman at Stonehaven UK Limited and Chief Executive Officer at West Bromwich Building Society, a role he took to chart and implement its rescue plan. Prior to this, he was Chief Executive Officer at Portman Building Society and Bank of Ireland in the UK.

Other External Directorships

A Director of Aldermore Bank plc

A Director of Aldermore Group plc

A Director of Al Rayan Bank plc

JIM COYLE

Independent Non-Executive Director

Chairman of the Audit Committee and member of the Management Engagement Committee

Appointed to the Board in December 2015

Skills, Experience and Former Appointments

Jim was previously Group Financial Controller at Lloyds Banking Group, having earlier held a role as Divisional Finance Director, Group Operations. Prior to this, Jim was Group Chief Accountant for the Bank of Scotland, having joined the bank in 1991. He qualified as a Chartered Accountant with KPMG before spending 10 years in the oil industry, holding senior positions with BP. Jim is a Fellow of the Chartered Institute of Bankers in Scotland, a former member of the Council of the Institute of Chartered Accountants of Scotland, and a member of the Financial Reporting Council's Monitoring Committee.

Other External Directorships

A Director of HSBC Bank plc

A Director of HSBC Trust Company (UK) Limited

A Director at Marks & Spencer Financial Services plc

A Director at Marks and Spencer Unit Trust Management Limited

A Director at Marks and Spencer Savings And Investments Limited

A Director of Scottish Building Society

A Director at Scottish Water

A Director of Scottish Water Horizons Holdings Limited

A Director of Scottish Water Business Stream Holdings Limited

RAVI TAKHAR

Independent Non-Executive Director

Member of the Audit and Management Engagement Committees

Appointed to the Board in December 2015

Skills, Experience and Former Appointments

Ravi has more than 20 years' experience in the financial services sector as a lawyer, investment banker and entrepreneur. He is currently Chief Executive Officer of London-listed Orchard Funding Group, which he founded in 2002; the business specialises in insurance premium finance and the professional fee funding market. Ravi's previous roles were as Head of Financial Services Investment at Nikko, Chairman of Mortgages PLC and Head of Mortgage Principal Finance at Investec Bank.

Other External Directorships

A Director at Urban Exposure Investment Adviser Limited
A Director at Urban Exposure Limited
A Director at RRT Associated Limited
A Director at Bedford Park Mansions Limited
A Director at Bexhill UK Limited
A Director at Orchard Finance Limited
A Director at Orchard Funding Group plc
A Director at Orchard Funding Limited
A Director at TKR Limited
A Director at Neptune Syndicate Limited
A Director at Evolutis Lending Limited
A Director at 18 Ennismore Avenue Management Limited
A Director at Cambrian Funding Limited
A Director at Consumer Credit Law & Compliance Limited
A Director at Premium Finance No1 Limited