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If you have sold or otherwise transferred all of your shares in BH Macro Limited please send this document and the accompanying documents at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

BH MACRO LIMITED

(an authorised closed-ended collective investment scheme established as a company with limited liability under the laws of Guernsey with registration number 46235)

Notice of Annual General Meeting

Notice of the Annual General Meeting to be held at 12.15 p.m. on 23 June 2017 at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL is set out at the end of this document.

Shareholders are requested to return the Form(s) of Proxy accompanying this document for use at the Annual General Meeting. To be valid, the Form(s) of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by Computershare Investor Services (Guernsey) Ltd, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 12.15 p.m. on 21 June 2017. The Form(s) of Proxy may also be sent to Computershare Investor Services (Guernsey) Ltd either by fax at +44(0)870 703 6322 or by email at externalproxyqueries@computershare.co.uk. If you own more than one class of shares, you will need to complete and return a Form of Proxy for the Annual General Meeting in respect of each class of shares that you own.

Investors owning US dollar shares through an account on Nasdaq Dubai who wish to attend the Annual General Meeting or to exercise the voting rights attached to interests in the US dollar shares held by them through an account on Nasdaq Dubai at the Annual General Meeting should inform their Dubai broker, bank or custodian that is a business partner in the Nasdaq Dubai CSD at least 10 days before the Annual General Meeting, after which they will receive an attendance ticket and proxy card.

Your attention is drawn to the letter from the Chairman of BH Macro Limited which is set out in Part I of this document and which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting. Your attention is also drawn to the section entitled “Action to be Taken” on page 4 of this document.

PART I

Letter from the Chairman

BH MACRO LIMITED

(an authorised closed-ended collective investment scheme established as a company with limited liability under the laws of Guernsey with registration number 46235)

Directors:

Ian Plenderleith (Chairman)
Huw Evans
John Le Poidevin
Colin Maltby
Claire Whittet

Registered office:

PO Box 255
Trafalgar Court,
Les Banques,
St Peter Port, Guernsey GY1 3QL
Channel Islands

23 May 2017

ANNUAL GENERAL MEETING

Dear Shareholder,

Introduction

The tenth Annual General Meeting of the Company will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL on 23 June 2017 at 12.15 p.m. The business to be considered at the Annual General Meeting is contained in the notice convening the Annual General Meeting on pages 7 to 8 of this document. A brief explanation of each of the Resolutions to be considered is set out below.

This letter explains the business to be considered at the Annual General Meeting and includes a recommendation that you vote in favour of the resolutions set out in the notice of the Annual General Meeting.

The Annual General Meeting

As previously announced, approximately 48 per cent. of the Company's shares by value were validly tendered and redeemed pursuant to the tender offer commenced by the Company on 27 January 2017 (the "Tender Offer"). Following completion of the Tender Offer, the Company's remaining Euro shares will be converted into Sterling shares, which is expected to take place in the last week of June 2017 after the Annual General Meeting. Accordingly, holders of Euro shares will be entitled to vote those shares at the Annual General Meeting but they will be converted into Sterling shares shortly thereafter.

Ordinary Resolutions

Resolution 1: The Directors must lay the annual audited financial statements for the financial period ending 31 December 2016 and the reports of the Directors and Auditors before the Shareholders and the Shareholders will be asked to receive and consider the financial statements and the reports.

Resolutions 2 and 3: Shareholders will be asked to confirm the re-appointment of KPMG Channel Islands Limited as Auditors until the conclusion of the next annual general meeting due to be held in 2018 and to grant authority to the Board to determine their remuneration.

Resolutions 4 to 7 (inclusive): Shareholders will be asked to vote on the re-election of each of the Directors (other than myself), all of whom are retiring at the Annual General Meeting and are being submitted for re-election in accordance with corporate governance best practice for FTSE 350 companies as set out in the UK Corporate Governance Code.

I will retire from the Board at the Annual General Meeting and will not be submitting myself for re-election. I am very pleased that Huw Evans has agreed to assume the role of Chairman following my retirement.

Following an evaluation of the Directors conducted during the year, the Board believes that each current Director continues to make an effective and valuable contribution and demonstrates commitment to the role.

All of the retiring Directors (other than myself), being eligible, will stand for re-election as Directors. Each Director re-elected will hold office until he or she retires or ceases to be a Director in accordance with the Articles, by operation of law or until he or she resigns.

The biographies of each of the Directors standing for re-election, all of whom are non-executive, are set out below.

Huw Evans

Huw Evans is Guernsey resident and qualified as a Chartered Accountant with KPMG (then Peat Marwick Mitchell) in 1983. He subsequently worked for three years in the Corporate Finance department of Schroders before joining Phoenix Securities Limited in 1986. Over the next twelve years he advised a wide range of companies in financial services and other sectors on mergers and acquisitions and more general corporate strategy. Since moving to Guernsey in 2005, he has acted as a professional non-executive Director of a number of Guernsey-based companies and funds. He holds an MA in Biochemistry from Cambridge University. Mr Evans was appointed to the Board in 2010.

John Le Poidevin

John Le Poidevin is Guernsey resident and has over 25 years' business experience. Mr Le Poidevin is a graduate of Exeter University and Harvard Business School, a Fellow of the Institute of Chartered Accountants in England and Wales and a former partner of BDO LLP, where, as Head of Consumer Markets, he developed an extensive breadth of experience and knowledge of listed businesses in the UK and overseas. He is an experienced non-executive who sits on several plc boards and chairs a number of Audit Committees. He therefore brings a wealth of relevant experience in terms of corporate governance, audit, risk management and financial reporting. Mr Le Poidevin was appointed to the Board in June 2016.

Colin Maltby

Colin Maltby is a resident of Switzerland. His career in investment management began in 1975 with NM Rothschild & Sons and included 15 years with the Kleinwort Benson Group, of which he was a Group Chief Executive at the time of its acquisition by Dresdner Bank AG in 1995. Mr Maltby was Chief Executive of Kleinwort Benson Investment Management from 1988 to 1995, Chief Investment Officer of Equitas Limited from its formation in 1996, and Head of Investments at BP from August 2000 to June 2007. Colin has served as a non-executive Director of various public companies and agencies and as an adviser to numerous institutional investors, including pension funds and insurance companies, and to private equity and venture capital funds in both Europe and the United States. He holds a Double First Class Honours degree in Physics from the University of Oxford and also studied at the Stanford University Graduate School of Business. Mr Maltby is a Fellow of Wolfson College, Oxford, a Fellow of the Royal Society of Arts, and a member of the Institut National Genevois. Mr Maltby was appointed to the Board in June 2015.

Claire Whittet

Claire Whittet is Guernsey resident and has nearly 40 years' experience in the financial services industry. After obtaining a MA (Hons) in Geography from the University of Edinburgh, she joined the Bank of Scotland for 19 years and undertook a wide variety of roles. She moved to Guernsey in 1996 and was Global Head of Private Client Credit for Bank of Bermuda before joining Rothschild Bank International Limited in 2003, initially as Director of Lending and latterly a Managing Director and Co-Head until May 2016 when she became a Non-Executive Director. She is an ACIB member of the Chartered Institute of Bankers in Scotland, a member of the Chartered Insurance Institute and holds an IoD Director's Diploma in Company Direction. She is a Non-Executive Director of five other listed investment funds and holds various directorships in addition to these. Mrs Whittet was appointed to the Board in June 2014.

Resolution 8: Shareholders are being asked to approve the Directors' Remuneration Report contained in the Company's annual audited financial statements.

Resolution 9: The Directors are seeking the authority to allot and issue, grant rights to subscribe for, or to convert securities into, up to 990,034 US dollar shares and 4,395,593 Sterling shares respectively (being 33.33 per cent. of the shares of each such class in issue as at the latest practicable date prior to the date of publication of this document (excluding shares held in treasury)). The authority expires on the date falling fifteen months after the date of passing of Resolution 9 or the conclusion of the next annual general meeting of the Company, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted and issued after such expiry and the Directors may allot and issue shares in pursuance of such an offer or agreement as if the authority had not expired.

As at the latest practicable date prior to the date of publication of this document, the Company held 1,873,734 shares in treasury which represents approximately 9.07 per cent of the Company's issued shares (excluding treasury shares) at that time. The treasury shares in the Company consist of 91,854 Euro shares, 331,228 US Dollar shares and 1,450,652 Sterling shares.

The Directors have no present intention to exercise the authority conferred by Resolution 9.

Special Resolutions

Resolution 10: The Directors are seeking to renew the authority to purchase the Company's shares in the market up to 445,263 US Dollar shares and 1,976,896 Sterling shares respectively (equivalent to 14.99 per cent. of the shares of each class in issue as at the latest practicable date prior to the date of publication of this document, excluding shares held in treasury) from time to time either for cancellation or to hold as treasury shares for future resale or transfer.

Although Resolution 10 is being proposed at the Annual General Meeting, the arrangements agreed with the Company's manager in connection with the Tender Offer prevent the Company from acquiring its own shares in the period to 31 March 2019. Accordingly, if approved, it would be very unlikely that the Company would utilise the authority unless exceptional and unforeseen circumstances arose and only then if the manager so agreed. If any purchases were to be made pursuant to the authority, they would only be made in the market at prices below the prevailing net asset value per share in the Company of the relevant class in circumstances in which the Directors believe such purchases will result in an increase in the net asset value per share of the remaining shares (or of a particular class) or as a means of addressing any imbalance between the supply of, and demand for, the shares (or of a particular class).

Resolution 11: Resolution 11 disapplies the pre-emption rights contained in the Articles so that the Board has authority to allot and issue (or sell from treasury) shares for cash on a non-pre-emptive basis in respect of 297,040 US Dollar shares and 1,318,810 Sterling shares in the Company respectively (equivalent to 10 per cent. of the shares of each class in issue as at the latest practicable date prior to the date of publication of this document, excluding shares held in treasury). The disapplication expires on the date falling fifteen months after the date of passing of Resolution 11 or the conclusion of the next annual general meeting of the Company, whichever is the earlier and permits the Board to allot and issue shares (or sell shares from treasury) after expiry of the disapplication if it has agreed to do so beforehand. Shares issued (or sold from treasury) pursuant to the disapplication would not be issued at a price that is less than the prevailing net asset value per share of the relevant class.

The resolution to approve disapplication of pre-emption rights is set at 10 per cent. of the Sterling shares and the US Dollar shares in issue (excluding shares held in treasury). As the issue of shares (or sale from treasury) by the Company on a non-pre-emptive basis is subject to the additional qualification that the relevant shares must be issued for a price at least equal to the prevailing net asset value for the relevant class of shares, the Board believes that the existing authority to issue new shares equal to 10 per cent. of the Sterling shares and the US Dollar shares in issue (excluding shares held in treasury) is appropriate.

Action to be taken

Form(s) of Proxy

You will find accompanying this document the Form(s) of Proxy for use at the Annual General Meeting. Whether or not you intend to attend the Annual General Meeting, you are urged to complete and return the Form(s) of Proxy as soon as possible. To be valid, the Form(s) of Proxy must be completed in accordance with the instructions printed on it and lodged with Computershare Investor Services (Guernsey) Ltd, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 12.15 p.m. on 21 June 2017 (or such later time as the Directors may determine). The Form(s) of Proxy may also be sent to Computershare Investor Services (Guernsey) Ltd, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, by fax to +44(0)870 703 6322 or by email to externalproxyqueries@computershare.co.uk. If you own more than one class of shares, you will need to complete and return a Form of Proxy for the Annual General Meeting in respect of each class of shares that you own.

The lodging of the Form(s) of Proxy will not prevent you from attending the Annual General Meeting and voting in person if you so wish. If you have any queries relating to the completion of the Form(s) of Proxy, please contact the Company's administrator, Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL at the following number +44(0)1481 745 001. Northern Trust International Fund Administration Services (Guernsey) Limited can only provide information regarding the completion of the Form(s) of Proxy and cannot provide you with investment or tax advice.

Investors owning US dollar shares through an account on Nasdaq Dubai who wish to attend the Annual General Meeting or to exercise the voting rights attached to interests in the US Dollar shares held by them through an account on Nasdaq Dubai at the Annual General Meeting should inform their Dubai broker, bank or custodian that is a business partner in the Nasdaq Dubai CSD at least 10 days before the Annual General Meeting, after which they will receive an attendance ticket and proxy card.

A quorum consisting of two Shareholders entitled to vote and attending in person or by proxy (or, in the case of a corporation, by a duly appointed representative) is required for the Annual General Meeting.

Resolutions 1 to 9 are proposed as ordinary resolutions, which require a simple majority of the Shareholders and duly appointed proxies attending the meeting and voting on a show of hands to vote in favour (excluding any votes that are withheld) or, if a poll is demanded, a simple majority of the total voting rights cast on the relevant resolution (excluding any votes that are withheld) to be in favour.

Resolutions 10 and 11 are proposed as special resolutions, which require not less than 75 per cent. of the Shareholders and duly appointed proxies attending the meeting and voting on a show of hands to vote in favour (excluding any votes that are withheld) or, if a poll is demanded, not less than 75 per cent. of the total voting rights cast on the relevant resolution (excluding any votes that are withheld) to be in favour.

Recommendations

The Board considers that the proposals and subjects of the Resolutions are in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends Shareholders, as those Directors who own shares in the Company intend to do so in respect of their own beneficial holdings, to vote in favour of the Resolutions. **You are requested to complete and return the accompanying Form(s) of Proxy without delay, whether or not you intend to attend the Annual General Meeting.**

Yours faithfully

Ian Plenderleith

Chairman

PART II

DEFINITIONS

“Annual General Meeting” means the annual general meeting of the Company convened for 12.15 p.m. on 23 June 2017 (or any adjournment thereof), notice of which is set out at the end of this document;

“Articles” means the articles of incorporation of the Company in force from time to time;

“Auditors” means the statutory auditor of the Company from time to time (currently KPMG Channel Islands Limited);

“Board” or “Directors” (each a “Director”) means the board of directors of the Company from time to time;

“Companies Law” means the Companies (Guernsey) Law, 2008 (as amended);

“Company” means BH Macro Limited;

“Form of Proxy” means the form of proxy for use at the Annual General Meeting;

“Listing Rules” means the Listing Rules of the UK Listing Authority;

“Nasdaq Dubai” means Nasdaq Dubai Limited;

“Resolutions” (each a “Resolution”) means the resolutions to be proposed at the Annual General Meeting and contained in the notice of the Annual General Meeting;

“Shareholders” (each a “Shareholder”) means the shareholders of the Company from time to time; and

“Tender Offer” means the tender offer by the Company for its own shares commenced on 27 January 2017.

BH MACRO LIMITED

(Company No. 46235)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the tenth Annual General Meeting of BH Macro Limited (the "Company") will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3QL, Channel Islands on 23 June 2017 at 12.15 p.m. to consider and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions and special resolutions as set out below:

ORDINARY RESOLUTIONS

To be proposed as ordinary resolutions:

1. That the Annual Audited Financial Statements of the Company for the period ended 31 December 2016, together with the Reports of the Directors and the Auditors thereon, be received and considered.
2. That KPMG Channel Islands Limited be re-appointed as Auditors until the conclusion of the next annual general meeting.
3. That the Board of Directors be authorised to determine the remuneration of the Auditors.
4. That Huw Evans be re-elected as a Director.
5. That John Le Poidevin be re-elected as a Director.
6. That Colin Maltby be re-elected as a Director.
7. That Claire Whittet be re-elected as a Director.
8. That the Directors' Remuneration Report contained in the Annual Audited Financial Statements of the Company for the period ended 31 December 2016 be approved.
9. That the Directors be generally and unconditionally authorised to allot and issue, grant rights to subscribe for, or to convert securities into, up to 990,034 shares designated as US Dollar shares and 4,395,593 shares designated as Sterling shares respectively (being 33.33 per cent. of the Company's shares of each class in issue as at the latest practicable date prior to the date of publication of this document (excluding in each case shares held in treasury)) for the period expiring on the date falling fifteen months after the date of passing of this Resolution 9 or the conclusion of the next annual general meeting of the Company, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted and issued after such expiry and the Directors may allot and issue shares in pursuance of such an offer or agreement as if the authority had not expired.

SPECIAL RESOLUTIONS

To be proposed as special resolutions:

10. That the Company be and is hereby generally and unconditionally authorised in accordance with the Companies (Guernsey) Law, 2008, as amended (the "Companies Law"), to make market acquisitions (as defined in the Companies Law) of each class of its shares (either for the retention as treasury shares for resale or transfer, or cancellation), PROVIDED THAT:
 - a. the maximum number of shares authorised to be purchased shall be 445,263 shares designated as US Dollar shares and 1,976,896 shares designated as Sterling shares (being 14.99 per cent. of the shares of each class in issue as at the latest practicable date prior to the date of publication of this document (excluding in each case shares held in treasury));
 - b. the minimum price (exclusive of expenses) which may be paid for a share shall be one cent for shares designated as US Dollar shares and one pence for shares designated as Sterling shares;

- c. the maximum price which may be paid for a share of the relevant class is an amount equal to the higher of: (a) 105 per cent. of the average of the middle market quotations for a share of the relevant class on the relevant market for the five business days immediately preceding the date on which the share is purchased; and (b) the higher of (i) the price of the last independent trade for a share of the relevant class and (ii) the highest current independent bid for a share of the relevant class at the time of purchase; and
 - d. the authority hereby conferred shall expire at the annual general meeting of the Company in 2018 unless such authority is varied, revoked or renewed prior to such date by a special resolution of the Company in general meeting.
11. That, in accordance with Article 6.4 of the Articles, the Directors be empowered to allot and issue (or sell from treasury 297,040 shares designated as US Dollar shares and 1,318,810 shares designated as Sterling shares (being 10 per cent. of the shares in issue of each class as at the latest practicable date prior to the date of this notice (excluding shares held in treasury)) for cash as if Article 6.1 of the Articles did not apply to the allotment and issue (or sale from treasury) for the period expiring on the date falling fifteen months after the date of passing of this Resolution 11 or the conclusion of the next annual general meeting of the Company, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted and issued (or sold) after such expiry and the Directors may allot and issue (or sell) shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution 11 has expired.

By order of the Board

Registered Office

PO Box 255
 Trafalgar Court, Les Banques
 St Peter Port, Guernsey, GY1 3QL
 Channel Islands

Dated 23 May 2017

Notes:

1. To have the right to attend and vote at the meeting you must hold shares in the Company and your name must be entered on the share register of the Company in accordance with note 4 below.
2. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a Shareholder) to attend, speak and vote on their behalf, provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares. Where multiple proxies have been appointed to exercise rights attached to different shares, on a show of hands those proxy holders taken together will collectively have the same number of votes as the Shareholder who appointed them would have on a show of hands if he were present at the meeting. On a poll, all or any of the rights of the Shareholder may be exercised by one or more duly appointed proxies.
3. To be valid, the relevant instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received by Computershare Investor Services (Guernsey) Ltd, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 12.15 p.m. on 21 June 2017. A Form of Proxy accompanies this notice. Completion and return of the Form(s) of Proxy will not preclude members from attending and voting at the meeting should they wish to do so.
4. The time by which a person must be entered on the register of members in order to have the right to attend and vote at the meeting is 12.15 p.m. on 21 June 2017. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. In calculating such 48 hours period, no account shall be taken of any part of a day that is not a business day in London and Guernsey. Changes to entries on the register of members after such times shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. On a poll each Shareholder will be entitled to one vote per Euro share held, 0.7606 votes per US Dollar share held and 1.471 votes per Sterling share held. As at the latest practicable date prior to the date of this notice, the Company's issued share capital (excluding shares held in treasury) consisted of 842,755 Euro shares, 2,970,401 US Dollar shares and 13,188,100 Sterling shares. Therefore, the total voting rights in the Company as at the latest practicable date prior to the date of this notice is 22,501,737.
6. Investors owning US Dollar shares through an account on Nasdaq Dubai who wish to attend the Annual General Meeting or to exercise the voting rights attached to interests in the US Dollar shares held by them through an account on Nasdaq Dubai at the Annual General Meeting should inform their Dubai broker, bank or custodian that is a business partner in the Nasdaq Dubai CSD at least 10 days before the Annual General Meeting, after which they will receive an attendance ticket and proxy card.