

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from your independent financial adviser, stockbroker, bank manager, solicitor, accountant, or from another appropriately qualified and duly authorised independent adviser.

If you have sold or transferred all your shares in BH Macro Limited, (the “Company”), please send this document, together with the accompanying Tender Form(s) and Form of Proxy(s), to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The Tender Form(s) and any accompanying documents should not, however, be forwarded or transmitted in or into the United States, Canada, Australia or Japan.

Capitalised terms used herein have the meaning assigned to them in the section headed “Definitions”.

J.P. Morgan Securities plc, which conducts its UK investment banking activities as J.P. Morgan Cazenove (“J.P. Morgan Cazenove”), is authorised by the Prudential Regulation Authority and regulated by the Prudential Regulation Authority and the Financial Conduct Authority in the United Kingdom, and is acting exclusively for the Company and no-one else in connection with the Tender Offer and the contents of this document and will not be responsible to anyone other than the Company for providing the protections afforded to customers of J.P. Morgan Cazenove or for providing advice in relation to the Tender Offer and the contents of this document or any matter referred to herein. Nothing in this document shall serve to exclude or limit any responsibilities which J.P. Morgan Cazenove may have under FSMA or the regulatory regime established thereunder.

IF YOU DO NOT WISH TO TENDER ANY OF YOUR SHARES DO NOT COMPLETE OR RETURN A TENDER FORM OR SUBMIT A TTE INSTRUCTION IN CREST.

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)

Tender Offer and Notice of Extraordinary General Meeting

If the restrictions on inbound travel introduced by the States of Guernsey to address the COVID-19 pandemic remain in place at the intended time scheduled for the meeting, physical attendance at the Extraordinary General Meeting may be difficult for many Shareholders. The Company urges Shareholders to vote by proxy and to appoint the chairman of the meeting as their proxy for that purpose. All votes on the resolution contained in the Notice of Extraordinary General Meeting will be held by poll so that all voting rights exercised by Shareholders, who are entitled to do so at the Extraordinary General Meeting, will be counted.

Notice of an Extraordinary General Meeting of the Company to be held at 11.00 a.m. on 23 June 2021 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 of Proxy accompanying this document for use at the Extraordinary General Meeting. To be valid, the Form of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 11.00 a.m. on 21 June 2021. The Form(s) of Proxy may also be sent to Computershare Investor Services (Guernsey) Limited 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 Extraordinary General Meeting in respect of each class of shares that you own. **PLEASE COMPLETE AND RETURN A FORM OF PROXY.**

The Tender Offer will close at 1.00 p.m. on 22 June 2021 and will only be available to Eligible Shareholders on the Register at 6.00 p.m. on 22 June 2021 (the “Record Date”).

Eligible Shareholders who hold their Shares in certificated form and who wish to tender Shares for purchase by the Company under the Tender Offer should ensure that their completed Tender Forms are returned to the Receiving Agent by post to Computershare Investor Services PLC, Corporate

Actions Projects, Bristol BS99 6AH, so as to be received by no later than 1.00 p.m. on 22 June 2021. Eligible Shareholders who hold their Shares in certificated form should also return their Share certificate(s) and/or other document(s) of title in respect of the Shares tendered.

Eligible Shareholders who hold Shares in uncertificated form (that is, in CREST) should not return the Tender Form and should arrange for the Shares tendered to be transferred into escrow as described in paragraph 3.6 of Part III of this document.

In light of the Tender Offer and the Company's proposed combination with BH Global, the Company is suspending the ability for Shareholders to convert their Shares from one class to another in respect of the May, June and July 2021 share conversion dates. Conversions received in respect of the April share conversion date will be processed as normal. See Part III of this document for further details.

The Tender Offer is not being made directly or indirectly in or into or by use of mails or by any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or any facility of a national securities exchange, of the United States, nor is it being made directly or indirectly in or into Canada, Australia or Japan and cannot be accepted by any such use, means, instrumentality or facility or from within the United States, Canada, Australia or Japan.

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 Resolution to be proposed at the Extraordinary General Meeting. Your attention is also drawn to the section entitled "Action to be Taken" in Part I of this document.

EXPECTED TIMETABLE

Latest time and date for receipt of Forms of Proxy for the Extraordinary General Meeting	11.00 a.m. on 21 June 2021
Latest time and date for receipt of Tender Forms and TTE Instructions	1.00 p.m. on 22 June 2021
Record Date for Tender Offer	6.00 p.m. on 22 June 2021
Extraordinary General Meeting	11.00 a.m. on 23 June 2021
Results of Extraordinary General Meeting announced	23 June 2021
Results of Tender Offer announced	23 June 2021
NAV Determination Date (being the date of the NAV on which the Tender Price for each class of Shares is based)	30 June 2021
Final Tender Price for each class of Share and repurchase date for successfully tendered Shares announced	By 26 July 2021
Settlement through CREST of, and despatch of cheques for, the Tender Offer consideration, as appropriate	By 30 July 2021
Despatch of balance share certificates and crediting of CREST accounts with Shares not purchased	By 30 July 2021

All references are to London time.

The dates set out in the expected timetable may be adjusted by J.P. Morgan Cazenove, with the consent of the Board, in which event details of the new dates will be notified to Shareholders via an announcement made by the Company through a Regulatory Information Service.

DOCUMENTS ACCOMPANYING THIS CIRCULAR

Accompanying this document is a Form of Proxy and a Tender Form for each class of Shares that you hold.

IF YOU DO NOT WISH TO TENDER ANY OF YOUR SHARES, DO NOT COMPLETE OR RETURN THE TENDER FORM OR SUBMIT A TTE INSTRUCTION IN CREST.

YOU SHOULD READ THE WHOLE OF THIS DOCUMENT, WHICH CONTAINS THE MATERIAL TERMS OF THE TENDER OFFER, AND NOT JUST THIS SECTION WHEN DECIDING WHAT ACTION TO TAKE.

To vote on the Tender Offer:

Complete and return the Form of Proxy for the Extraordinary General Meeting to Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, by no later than 11.00 a.m. on 21 June 2021 and/or attend and vote at the Extraordinary General Meeting on 23 June 2021.

To tender your Shares that are held in certificated form under the Tender Offer:

Complete and return the applicable Tender Form to the Receiving Agent at Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH as soon as possible and by no later than 1.00 p.m. on 22 June 2021.

There are different Tender Forms to use for each class of Shares being tendered, as stated on the front page of the Tender Forms. Please ensure that you use the correct Tender Form for the class of Shares you wish to tender.

To tender your Shares that are held in uncertificated form (that is, in CREST) under the Tender Offer:

You should send (or, if you are a CREST sponsored member, procure that your CREST sponsor sends) a TTE Instruction to Euroclear, which must be properly authenticated in accordance with Euroclear's specification and which must contain, in addition to other information that is required for the TTE Instruction to settle in CREST, the following details:

- the corporate action number of the Tender Offer. This is allocated by Euroclear and will be available on screen from Euroclear;
- the number of Shares to be transferred to an escrow balance;
- your Member Account ID;
- your Participant ID;
- the Participant ID of the escrow agent in its capacity as a CREST receiving agent. This is 3RA12;
- the Member Account ID of the escrow agent. This is BHMCR001 if you hold Sterling Shares and BHMCR002 if you hold US Dollar Shares;
- the intended settlement date for the transfer to escrow. This should be as soon as possible and, in any event, by no later than 1.00 p.m. on 22 June 2021;
- the ISIN of the Shares, which is GG00B1NP5142 for the Sterling Shares and GG00B1NPGV15 for the US Dollar Shares;
- input with the standard delivery instruction, priority 80; and
- a contact name and telephone number in the shared note field.

Full details of the action to be taken are set out in this document and in the instructions on the respective forms. The attention of Overseas Shareholders is drawn to the section headed "Overseas Shareholders" in paragraph 9 of Part III of this document.

If you have any queries in relation to your shareholding(s), please contact Computershare Investor Services PLC by telephone on 0370 707 4040 or, if calling from outside the UK, on +44 370 707 4040. Computershare Investor Services PLC can only provide information regarding the completion of forms and cannot provide you with advice on the Tender Offer or provide any personal, legal, financial or tax advice.

RISK FACTORS

In considering whether to vote in favour of the Resolution and whether to tender Shares pursuant to the Tender Offer, Shareholders should have regard to the following risk factors. This list of risk factors is not exhaustive.

- The Tender Offer is subject to certain conditions (principally the need for Shareholder approval), the non-fulfilment of which would mean that the Tender Offer cannot be implemented and that the Company would have to bear the abortive costs.
- A Tender Form or TTE Instruction, once submitted, may only be withdrawn with the consent of the Company.
- The Company has suspended all Share conversions pending completion of the Tender Offer and, as a result, Shareholders will not be able to convert Shares from one class to another pending completion of the Tender Offer.
- As with all listed investment company shares, the market price of the Shares may not reflect their underlying Net Asset Value and the discount (or premium) to Net Asset Value at which Shares trade may fluctuate from day to day, depending on factors such as supply and demand, market conditions and general investor sentiment and may alter significantly during the time in which the Company is conducting the Tender Offer including between the time when Tender Forms or TTE Instructions are submitted and the date on which sale and purchase transactions are expected to take place.
- Notwithstanding the existence of share buy-back powers and other discount management measures, there is no guarantee that the market price of the Shares will fully reflect their underlying Net Asset Value
- Shareholders should be aware that past performance is not necessarily indicative of likely future performance.
- The market for Shares may be less liquid once the Tender Offer is completed.
- Securities laws in certain jurisdictions, in particular the United States, Canada, Australia and Japan, may prevent certain Shareholders from participating in the Tender Offer. For more information, please refer to the section entitled "Overseas Shareholders" in Part III of this document
- Following the completion of the Tender Offer and subject to the outcome of the proposed combination with BH Global Limited described in this document, the Company may have a smaller number of Shares in issue, in which case the Company's fixed costs would be shared across a smaller number of Shares resulting in higher costs per Share for Shareholders.
- It is possible that, if the Tender Offer completes, the proportionate size of the shareholding of one or more Shareholders could increase so that they hold 30 per cent. or more of the voting rights of the Company following implementation of the Tender Offer. In particular, as at 28 May 2021 (being the last practicable date prior to publication of this document) Investec Wealth & Investment Management Limited held Ordinary Shares carrying approximately 21.83 per cent. of the voting rights attaching to the Company's issued Ordinary Shares (excluding shares held in treasury), which means that, if it were to choose not to tender into the Tender Offer and the Tender Offer completes, the voting rights of the Ordinary Shares held by Investec Wealth & Investment Management Limited could exceed 30 per cent. of the Company's total voting rights following the Tender Offer.
- Under Rule 9.1(a) of the City Code, where any person acquires an interest in shares which, taken together with shares in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company, that person is required to make a mandatory bid for the relevant company. Under Rule 37 of the City Code, 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, pursuant to Note 1 to Rule 37 of the City Code, any Shareholder who comes to hold 30 per cent. or more of the Company's voting rights following the implementation of the Tender Offer will not be required to make a mandatory offer for the Company under Rule 9 of

the City Code and a vote of independent Shareholders will not be required to authorise the absence of such an offer. This is on the basis that none of the Directors is acting in concert with any such Shareholder (as such term is understood for the purposes of the City Code). For the avoidance of doubt, Brevan Howard Capital Management LP, as the manager of the Company, is considered to be a Director for the purposes of the City Code.

PART I – LETTER FROM THE CHAIRMAN

IF YOU DO NOT WISH TO TENDER ANY OF YOUR SHARES DO NOT COMPLETE OR RETURN A TENDER FORM OR SUBMIT A TTE INSTRUCTION.

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

Richard Horlick (Chairman)
Bronwyn Curtis OBE
John Le Poidevin
Claire Whittet

Registered office

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

2 June 2021

NOTICE OF EXTRAORDINARY GENERAL MEETING TENDER OFFER

Dear Shareholder,

Introduction

As announced previously, the Company and its manager, Brevan Howard Capital Management LP (the “Manager”) have agreed that, following approval of the changes to the Company’s management agreement with the Manager on 29 March 2021, the Company will make a tender offer for up to 40 per cent. of each class of the Company’s Shares in issue (excluding Shares held in treasury) (the “Tender Offer”).

This document includes the terms of the Tender Offer.

The price payable under the Tender Offer will be equal to 98 per cent. of the prevailing NAV per Share of the relevant class as at 30 June 2021 less an amount per Share in respect of the costs of the Tender Offer, so that the tender price for each class of Shares is 97.8 per cent. of the prevailing NAV per Share of the relevant class as at 30 June 2021 (the “Tender Price”).

Shareholders (other than certain Overseas Persons) will be able to tender up to 40 per cent. of the Shares of each class registered in their name (the “Basic Entitlement”), rounded down to the nearest whole number of Shares. Shareholders will also have the option to tender additional Shares to the extent that other Shareholders of the same class tender less than their Basic Entitlement. Any such excess tenders will be satisfied *pro rata* in proportion to the amount tendered of each class in excess of the Basic Entitlement in respect of such class (rounded down to the nearest whole number of Shares).

The Tender Offer will be available to Eligible Shareholders on the Company’s register of members as at 6.00 p.m. on 22 June 2021 (the “Record Date”).

The Tender Offer will be funded by the redemption of such portion of the Company’s investment in Brevan Howard Master Fund Limited (the “Master Fund”) as required to pay for the Shares validly tendered in the Tender Offer.

The difference between the Tender Price and the prevailing NAV per Share of the relevant class will be retained by the Company for the benefit of remaining Shareholders and will be used (at least in part) to pay the costs incurred in connection with its proposed combination with BH Global Limited (“BH Global”) described further below.

Shares validly tendered in the Tender Offer will be treated as having been repurchased on 30 June 2021 for the purposes of the fees payable by the Company to the Manager under the Company’s management agreement, so that the increase in fees applicable with effect from 1 July 2021 will not apply in respect of those Shares.

The Tender Offer is subject to Shareholder approval. This document includes notice of an Extraordinary General Meeting to be held at 11.00 a.m. on 23 June 2021 at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey at which a special resolution will be proposed to approve the Tender Offer.

The Company's authority to repurchase Shares which was granted at the annual general meeting of the Company held on 24 June 2020, representing 14.99 per cent. of each class of the Shares in issue (excluding treasury shares) at that time, and which the Company is seeking to renew at the forthcoming annual general meeting of the Company expected to be held on 6 July 2021, will remain in force and be unaffected by the Tender Offer.

Proposed combination with BH Global

As announced on 28 May 2021, the Company proposes to combine with BH Global so that the combined entity retains the Company's investment policy as a feeder fund into the Master Fund. The combination will be effected as a scheme of reconstruction of BH Global with BH Global shareholders being offered the choice of rolling their holdings of BH Global shares into the Company's Shares of the corresponding currency class. The benefit to the Company of the proposed combination is the opportunity to increase the number of Shares of the Company in issue and, therefore, the liquidity in those Shares.

The combination is subject to the vote of BH Global shareholders at a meeting of BH Global expected to be held following closing of the Tender Offer in July 2021 and the number of the Company's Shares that may be issued in connection with the combination will depend on the elections made by BH Global shareholders, which cannot be predicted with certainty in advance.

The Tender Offer is not conditional on the completion of the combination with BH Global and will complete prior to completion of the combination. Therefore, in deciding whether or not to tender Shares in the Tender Offer, Shareholders will need to reach their own conclusions regarding the outcome of the proposed combination.

The Tender Offer

The price per Share at which Shares will be repurchased under the Tender Offer will be equal to 97.8 per cent. of the Net Asset Value per Share of the relevant class as at 30 June 2021.

The maximum number of Shares of each class to be acquired under the Tender Offer is 6,033,030 Sterling Shares and 838,411 US Dollar Shares, representing 40 per cent. of each class of Shares in issue (excluding any Shares held in treasury) as at 26 May 2021 (the "Available Shares").

The Company will redeem a sufficient proportion of its investment in the Master Fund to fund the repurchase of successfully tendered Shares.

The purchase of Shares under the Tender Offer will cause an uplift in Net Asset Value in each class of Shares for Shareholders who continue with their investment in the Company with the amount of the uplift depending on the number of Shares of each class acquired in the Tender Offer.

The Record Date for participation in the Tender Offer is 6.00 p.m. on 22 June 2021. The Tender Offer is subject to certain conditions set out in paragraph 2 of Part III of this document. In addition, the Tender Offer may be suspended or terminated in certain circumstances, as set out in paragraphs 2 and 8 of Part III of this document.

An Eligible Shareholder tendering up to its Basic Entitlement will have its tender satisfied in full. Any Eligible Shareholder tendering more than its Basic Entitlement ("Excess Applications") will have its Excess Application satisfied if there are sufficient remaining Available Shares. Such Available Shares shall be apportioned to Eligible Shareholders *pro rata* to their Excess Applications should other Eligible Shareholders not tender the full amount of their Basic Entitlement and as a result of certain Overseas Shareholders not being permitted to participate in the Tender Offer.

Shares which are tendered for acceptance under the Tender Offer may not be withdrawn or sold, transferred, charged or otherwise disposed of.

Payment of the relevant Tender Price due to Eligible Shareholders whose tenders under the Tender Offer have been accepted will be made by 30 July 2021 or as soon as practicable thereafter. The timing for settlement of the consideration to which any Eligible Shareholder is entitled under the

Tender Offer takes into account the period required to redeem the Company's investment in the Master Fund to fund the repurchase of Shares under the Repurchase Agreement and the time required for the Company to receive the redemption proceeds in full.

Shareholders' attention is drawn to the letter from J.P. Morgan Cazenove in Part II of this document and to the details set out in Part III of this document which, together with each Tender Form, constitute the terms and conditions of the Tender Offer. Details of how to tender Shares can be found in paragraph 3 of Part III of this document.

The Tender Offer will be made to Shareholders by J.P. Morgan Cazenove, which will acquire the validly tendered Shares as principal by means of an on-market purchase from tendering Shareholders and will sell those Shares to the Company. All Shares acquired by the Company from J.P. Morgan Cazenove will be held in treasury.

Overseas Shareholders

The Tender Offer is not available to certain Overseas Shareholders. The attention of Overseas Shareholders is drawn to paragraph 9 of Part III of this document.

Taxation

Eligible Shareholders who sell Shares in the Tender Offer may, depending on their individual circumstances, incur a liability to taxation. The attention of Eligible Shareholders is drawn to Part IV of this document which sets out a general guide to certain aspects of current law and tax authority practice in respect of UK taxation. **Eligible Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the United Kingdom should consult an appropriate professional adviser.**

Share class conversions

In light of the Tender Offer and the Company's proposed combination with BH Global, the Company is suspending the ability for Shareholders to convert their Shares from one class to another in respect of the May, June and July 2021 share conversion dates. Conversions received in respect of the April 2021 share conversion date will be processed as normal.

Extraordinary General Meeting

The implementation of the Tender Offer requires the approval of Shareholders. A notice convening an Extraordinary General Meeting of the Company, which is to be held at 11.00 a.m. on 23 June 2021 at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, is set out at the end of this document. 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 Extraordinary General Meeting.

The Resolution must be passed in order to enable the implementation of the Tender Offer.

The Resolution permits the Company to effect the Tender Offer so as to permit those Eligible Shareholders who wish to realise their investment (whether in whole or in part) to do so, subject to the terms of the Tender Offer and the extent to which Eligible Shareholders of each class tender their Shares.

Whilst public and private gatherings (including business meetings such as the Extraordinary General Meeting) are generally permitted in Guernsey in accordance with COVID-19 restrictions, anyone travelling to Guernsey must register their journey and may be required to self-isolate upon arrival. The Board acknowledges that these restrictions may make it difficult for Shareholders to attend the Extraordinary General Meeting in person.

Accordingly, the Company urges Shareholders to vote by proxy and to appoint the chairman of the meeting as their proxy. If a Shareholder appoints someone else as their proxy, that proxy may not be able to attend the Extraordinary General Meeting in person nor cast the Shareholder's vote. The vote on the Resolution will be held by poll, so that all proxy votes are counted.

The situation regarding COVID-19 continues to change and the States of Guernsey may relax current restrictions or implement further measures relating to the holding of general meetings during

the affected period. Any changes to the arrangements for the Extraordinary General Meeting (including any change to the location of the Extraordinary General Meeting) which the Board considers appropriate will be communicated to Shareholders before the meeting through the Company's website at <https://www.bhmacro.com> and, where appropriate, by way of a regulatory information service announcement.

Action to be Taken

(a) Form of Proxy

You will find enclosed Form(s) of Proxy for use at the Extraordinary General Meeting. If you own more than one class of Shares, you will need to complete a Form of Proxy for the Extraordinary General Meeting in respect of each class of Shares that you own. Whether or not you intend to attend the Extraordinary General Meeting, you are urged to complete and return the Form of Proxy as soon as possible. To be valid, the Form(s) of Proxy may also be sent to Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or by email to externalproxyqueries@computershare.co.uk.

Subject to any restrictions in place at the time of the Extraordinary General Meeting, the lodging of the Form(s) of Proxy will not prevent you from attending the Extraordinary 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 advice on the Tender Offer or provide any personal, legal, financial, investment or tax advice.

If restrictions on inbound travel to Guernsey introduced to address the COVID-19 pandemic remain in place at the relevant time, physical attendance at the Extraordinary General Meeting may not be possible or feasible for the majority of Shareholders.

The vote on the Resolution will be held by poll, so that all proxy votes will be counted.

(b) Tender Form

Shareholders who wish to maintain their current shareholding in the Company should not complete or return a Tender Form or submit a TTE Instruction in CREST.

Only those Eligible Shareholders who wish to tender Shares and who hold their Shares in certificated form should complete and return a Tender Form. Those Eligible Shareholders who hold their Shares in uncertificated form do not need to complete or return a Tender Form.

Eligible Shareholders who wish to participate in the Tender Offer and hold their Shares in certificated form should complete the applicable Tender Form in accordance with the instructions set out therein and return the completed Tender Form to the Receiving Agent at Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH to arrive as soon as possible and, in any event, by no later than 1.00 p.m. on 22 June 2021. There are different Tender Forms to use for each class of Shares being tendered, as stated on the front page of the Tender Forms. Please ensure that you use the correct Tender Form for the class of Shares you wish to tender.

Eligible Shareholders who wish to participate in the Tender Offer and hold their Shares in certificated form should also return their Share certificate(s) and/or other document(s) of title in respect of the Shares tendered with their Tender Form(s).

Eligible Shareholders who wish to tender Shares and hold their Shares in uncertificated form (that is, in CREST) should arrange for the relevant Shares to be transferred to escrow by means of a TTE Instruction as described in paragraph 3.6 of Part III of this document.

Recommendation

The Board considers that the proposed Tender Offer is in the best interests of Shareholders as a whole.

Accordingly, the Board unanimously recommends Shareholders to vote in favour of the Resolution to be proposed at the Extraordinary General Meeting, as the Directors intend to do in respect of their

own beneficial holdings totaling 3,222 Shares in aggregate, representing approximately 0.0187 per cent. of the Company's issued share capital (excluding Shares held in treasury by the Company) as at 12 May 2021, the latest practical date prior to publication of this document.

The Directors are making no recommendation to Eligible Shareholders as to whether they should tender Shares in the Tender Offer. Whether Eligible Shareholders decide to tender Shares will depend, among other things, on their view of the Company's prospects and their own individual circumstances, including their tax position. Shareholders who are in any doubt as to the action they should take should consult an appropriate independent professional adviser.

None of the Directors will tender Shares in the Tender Offer.

You are requested to complete and return the enclosed Form of Proxy without delay, whether or not you intend to attend the Extraordinary General Meeting.

Yours faithfully

Richard Horlick
Chairman

PART II – LETTER FROM J.P. MORGAN CAZENOVE

25 Bank Street
Canary Wharf
London E14 5JP

2 June 2021

To Shareholders of BH Macro Limited

Dear Sir or Madam,

Tender Offer

As explained in the letter from the Chairman in Part I of this document, Eligible Shareholders are being given the opportunity to tender some or all of their Shares for purchase in the Tender Offer. The purpose of this letter is to set out the principal terms and conditions of the Tender Offer.

J.P. Morgan Cazenove hereby invites Eligible Shareholders to tender Shares for purchase by J.P. Morgan Cazenove for cash at the applicable Tender Price determined in accordance with the terms of the Tender Offer. This letter is not, however, a recommendation to Eligible Shareholders to tender all or any of their Shares.

The Tender Price for each class of Shares will be equal to 97.8 per cent. of the Net Asset Value per Share of the relevant class of Shares on the NAV Determination Date.

Successful tenders will be determined as follows:

- All Eligible Shareholders of the relevant class of Shares tendering up to their Basic Entitlement at the Tender Price for such class of Shares will have their tender satisfied in full.
- Eligible Shareholders of each class tendering Excess Applications at the Tender Price will have their Excess Applications fulfilled if there are remaining Available Shares of the relevant class for such purpose. Such Available Shares shall be apportioned to Eligible Shareholders *pro rata* to their Excess Applications should other Eligible Shareholders not tender the full amount of their Basic Entitlement at the Tender Price and as a result of certain Overseas Shareholders not being permitted to participate in the Tender Offer.

The Tender Offer is being made on the terms and subject to the conditions set out in Part III of this document.

The Tender Offer will be implemented only if the requisite approval of Shareholders is obtained in respect of the Resolution to be proposed at the Extraordinary General Meeting.

J.P. Morgan Cazenove, which is authorised by the Prudential Regulation Authority and regulated by the Prudential Regulation Authority and the Financial Conduct Authority in the United Kingdom, is acting exclusively for the Company and no-one else in connection with the Tender Offer and the contents of this document and will not be responsible to anyone other than the Company for providing the protections afforded to customers of J.P. Morgan Cazenove or for providing advice in relation to the Tender Offer and the contents of this document or any matter referred to herein. Nothing in this paragraph shall serve to exclude or limit any responsibilities which J.P. Morgan Cazenove may have under FSMA or the regulatory regime established thereunder.

The Company has agreed to purchase all the Shares purchased by J.P. Morgan Cazenove under the Tender Offer for the applicable Tender Price pursuant to the Repurchase Agreement.

Procedure for tendering Shares

Eligible Shareholders who wish to tender Shares and hold their Shares in certificated form should complete the applicable Tender Form for the relevant class of Shares in accordance with the instructions set out therein, and return the completed Tender Form to the Receiving Agent at Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH so as to be received as soon as possible and, in any event, by not later than 1.00 p.m. on 22 June 2021. Eligible Shareholders should at the same time return the Share certificate(s) and/or other document(s) of title in respect of any Shares tendered which are in certificated form.

Eligible Shareholders who wish to tender Shares and who hold their Shares in uncertificated form (that is, in CREST) should arrange for their Shares to be transferred into escrow as described in paragraph 3.6 of Part III of this document.

Only those Eligible Shareholders who hold their Shares in certificated form should complete and return a Tender Form. Those Eligible Shareholders who hold their Shares in uncertificated form do not need to complete or return a Tender Form.

Further details of the procedure for tendering Shares are set out in paragraph 3 of Part III of this document and, in the case of certificated Shares, in the Tender Form.

Validity of Tender Forms and TTE Instructions

Tender Forms or TTE Instructions which are received by the Receiving Agent after 1.00 p.m. on 22 June 2021 or which at that time are incorrectly completed or not accompanied by all relevant documents or instructions may be rejected and, if relevant, returned to Eligible Shareholders or their appointed agent at the relevant Shareholder's risk, together with any accompanying Share certificate(s) and/or other document(s) of title.

J.P. Morgan Cazenove reserves the right to treat as valid Tender Forms or TTE Instructions which are not entirely in order and, in the case of Tender Forms, which are not accompanied by the relevant Share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof.

Overseas Shareholders

The making of the Tender Offer to persons outside the United Kingdom may be prohibited or affected by the relevant laws of the overseas jurisdiction. Shareholders with registered or mailing addresses outside the United Kingdom or who are citizens or nationals of, or resident in, a jurisdiction other than the United Kingdom should read paragraph 9 of Part III of this document.

Conditions

The Tender Offer is conditional on the passing of the Resolution set out in the notice of Extraordinary General Meeting at the end of this document on 23 June 2021 or such later date as the Company and J.P. Morgan Cazenove may determine. The Tender Offer is also conditional on the other matters described in paragraph 2.1 of Part III of this document.

Termination of the Tender Offer

If, in the Board's opinion, it is impractical or inappropriate, as a result of market conditions, to dispose of investments held by the Company or otherwise to raise finance to enable it to fund the repurchase of all of the Shares that are to be repurchased by it pursuant to the Repurchase Agreement without materially harming the interests of Shareholders as a whole or if the completion of the Tender Offer would have unexpected adverse fiscal or other consequences for the Company or its Shareholders, closing of the Tender Offer may be terminated or deferred by up to 10 Business Days. If the closing of the Tender Offer is deferred to a subsequent date and such circumstances continue to exist at that subsequent date, the Tender Offer will lapse on that date as described in paragraph 2.3 of Part III of this document.

Settlement

Subject to the Tender Offer becoming unconditional, payment of the Tender Price due to Eligible Shareholders whose tenders under the Tender Offer have been accepted will be made (by cheque or payment through CREST, as appropriate) by 30 July 2021 or as soon as practicable thereafter, as described in paragraph 4 of Part III of this document.

Further Information

Your attention is drawn to the information contained in the rest of this document, including, in particular, the terms and conditions of the Tender Offer in Part III of this document.

Yours faithfully,

William H. S. Simmonds

Managing Director
Corporate Finance

PART III – TERMS AND CONDITIONS

1. The Tender Offer

- 1.1 All Eligible Shareholders on the Register as at the Record Date may tender Shares for purchase by J.P. Morgan Cazenove. J.P. Morgan Cazenove will purchase such Shares on the terms and subject to the conditions set out in this document and, in the case of Shares held in certificated form, the accompanying Tender Form(s) (which, together with this document, constitute the Tender Offer). Eligible Shareholders are not obliged to tender any Shares.
- 1.2 The Tender Offer is being made at the Tender Price for each class of Shares calculated in accordance with paragraph 2 of this Part III. The Company will calculate the Tender Price in respect of each class of Shares and the number of Shares of each class successfully tendered at such Tender Prices and such calculations will be conclusive and binding on all Shareholders.
- 1.3 The consideration for each tendered Share acquired by J.P. Morgan Cazenove pursuant to the Tender Offer will be paid in accordance with the settlement procedures set out in paragraph 4 of this Part III.
- 1.4 Upon the Tender Offer becoming unconditional and unless the Tender Offer has been (and remains) suspended or has lapsed or has been terminated in accordance with the provisions of paragraphs 2.3 and 8 of this Part III, J.P. Morgan Cazenove will accept the offers of Eligible Shareholders validly made in accordance with this Part III.
- 1.5 J.P. Morgan Cazenove will acquire under the Tender Offer and the Company will subsequently repurchase pursuant to the Repurchase Agreement a maximum number of 6,033,030 Sterling Shares, representing 40 per cent. of the existing issued Sterling Shares (excluding any Sterling Shares held in treasury) as at 26 May 2021, and 838,411 US Dollar Shares, representing 40 per cent. of the existing issued US Dollar Shares (excluding any US Dollar Shares held in treasury) as at 26 May 2021.
- 1.6 Basic Entitlements will be calculated by reference to registered shareholdings as at the Record Date and will be rounded down to the nearest whole number of Shares. Registered shareholders who hold Shares for multiple beneficial owners may decide allocations among such beneficial owners at their own discretion.
- 1.7 Eligible Shareholders may tender Shares in excess of their respective Basic Entitlements at the applicable Tender Prices. Such Eligible Shareholders will have their Excess Applications fulfilled if there are remaining Available Shares of the relevant class for such purpose. Such Available Shares shall be apportioned to Eligible Shareholders *pro rata* to their Excess Applications should other Eligible Shareholders not tender the full amount of their Basic Entitlement at the applicable Tender Price and as a result of certain Overseas Shareholders not being permitted to participate in the Tender Offer.

2. Conditions and Suspension

- 2.1 The Tender Offer is conditional on the following conditions (together the “Conditions”):
 - (a) the passing of the Resolution set out in the notice of the Extraordinary General Meeting at the end of this document by not later than 23 June 2021 or such later date as the Company and J.P. Morgan Cazenove may agree;
 - (b) the Company, the Directors and J.P. Morgan Cazenove being satisfied that the Company has in its control or to its order the aggregate of the Tender Price for all successfully tendered Shares and the Company having paid the same into an account or accounts in accordance with the Repurchase Agreement;
 - (c) the Directors being satisfied that the Company will, immediately following repurchase of all successfully tendered Shares, satisfy the solvency test prescribed by The Companies (Guernsey) Law 2008, as amended; and
 - (d) the Tender Offer not having been terminated in accordance with paragraphs 2.3 and 8 below prior to the fulfilment of the Conditions referred to in sub-paragraphs 2.1 (a) and (b) above.

- 2.2 J.P. Morgan Cazenove will not purchase any Shares pursuant to the Tender Offer unless the Conditions have been satisfied in full. The Conditions, other than 2.1(b), may not be waived by J.P. Morgan Cazenove. If the Conditions are not satisfied prior to the close of business on 30 July 2021, the Company may postpone the completion of the Tender Offer for up to 10 Business Days, after which time the Tender Offer, if not then completed, will lapse.
- 2.3 If the Company (acting through the Directors) shall at any time prior to J.P. Morgan Cazenove effecting the purchase as principal of the tendered Shares pursuant to the Tender Offer notify J.P. Morgan Cazenove in writing that in its reasonable opinion either: (i) it has become impractical or inappropriate for the Company to realise its investments or otherwise to raise finance to enable it to fund the repurchase of all of the Shares that are to be repurchased by it pursuant to the Repurchase Agreement without materially harming the interests of Shareholders as a whole; or (ii) the completion of the purchase of Shares under the Tender Offer would have unexpected adverse fiscal consequences (whether by reason of a change in legislation or practice or otherwise) for the Company or its Shareholders if the Tender Offer were to proceed, the Company may either exercise its powers to terminate the Tender Offer in accordance with paragraph 8 of this Part III or may postpone the NAV Determination Date or the completion of the Tender Offer for up to 10 Business Days, after which the Tender Offer, if not then completed by reason of the postponement circumstances continuing, will lapse.

3. Calculation of the Tender Price

- 3.1 The Tender Price for each class of Shares will be calculated as follows:
- (a) the Company will calculate the Net Asset Value for each class of Shares as at the NAV Determination Date in accordance with its articles of incorporation and the current accounting policies of the Company;
 - (b) the resulting Net Asset Value for each class of Shares will then be divided by the total number of Shares of the relevant class in issue on the NAV Determination Date (the "Net Asset Value per Share"); and
 - (c) the Company will calculate the Tender Price per Share of the relevant class as 97.8 per cent. of the Net Asset Value per Share of the relevant class on the NAV Determination Date.
- 3.2 The Tender Price per Share for each class of Shares will be calculated to four decimal places in the same currency as the relevant class of Shares is denominated and will be announced in Sterling and US Dollars, as appropriate.
- 3.3 Except as otherwise stated above, all assets and liabilities will be taken into account in accordance with United States generally accepted accounting principles and, subject thereto, consistently with the current accounting policies of the Company.

3.4 Procedure for tendering Shares

There are different procedures for tendering Shares depending on whether your Shares are held in certificated or uncertificated form.

If you hold Shares in certificated form, you may only tender such Shares by completing and returning the Tender Form for the relevant class of Shares in accordance with the procedure set out in paragraph 3.5 below. Additional Tender Forms are available from the Receiving Agent by telephone on 0370 707 4040 or, if calling from outside the UK, on +44 370 707 4040.

If you hold Shares in uncertificated form (that is, in CREST), you may only tender such Shares by TTE Instruction in accordance with the procedure set out in paragraph 3.6 below and, if those Shares are held under different account IDs, you should send a separate TTE Instruction for each Member Account ID.

If you are in any doubt as to how to complete the Tender Form or as to the procedure for tendering Shares, please contact the Receiving Agent by telephone on 0370 707 4040 or, if calling from outside the UK, on +44 370 707 4040. Please note that calls will be monitored or

recorded. The Receiving Agent will not provide advice on the Tender Offer or provide any personal, legal, financial or tax advice. You are reminded that, if you are a CREST sponsored member, you should contact your CREST sponsor before taking any action.

3.5 Procedure for Shares held in certificated form (that is, not in CREST)

To tender your Shares held in certificated form you must complete, sign and have witnessed the applicable Tender Form.

The completed, signed and witnessed Tender Form should be sent by post in the accompanying reply-paid envelope (for use in the UK only) along with the relevant Share certificate(s) and/or other document(s) of title to the Receiving Agent at Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH as soon as possible and, in any event, so as to be received by no later than 1.00 p.m. on 22 June 2021. J.P. Morgan Cazenove shall be entitled (in its sole discretion) to accept late Tender Forms. No acknowledgement of receipt of documents will be given.

The completed and signed Tender Form should be accompanied by the relevant Share certificate(s) and/or other document(s) of title.

If your Share certificate(s) and/or other document(s) of title are not readily available (for example, if they are with your stockbroker, bank or other agent) or are lost, the Tender Form should nevertheless be completed, signed and returned as described above so as to be received by the Receiving Agent at Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH by not later than 1.00 p.m. on 22 June 2021 together with any Share certificate(s) and/or document(s) of title you may have available, accompanied by a letter of explanation stating that the (remaining) Share certificate(s) and/or other document(s) of title will be forwarded as soon as possible thereafter and, in any event, by not later than 1.00 p.m. on 22 June 2021. The Receiving Agent will effect such procedures as are required to transfer your Shares to J.P. Morgan Cazenove under the Tender Offer. If you have lost your Share certificate(s) and/or other document(s) of title, you should complete the Tender Form and send it to the Receiving Agent, along with a letter of explanation. You should also ask the Company's Registrars by telephone number +44 (0) 370 707 4040 or write to the Registrars at Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZZ for a letter of indemnity in respect of the lost Share certificate(s) which, when completed in accordance with the instructions given, should be returned to the Receiving Agent so as to be received by not later than 1.00 p.m. on 22 June 2021.

By signing a Tender Form, Eligible Shareholders will be deemed to have instructed J.P. Morgan Cazenove to issue a contract note to the Receiving Agent on behalf of such Eligible Shareholders and to remit the cash consideration to the Receiving Agent with instructions that such consideration be remitted in accordance with the instructions set out in the Tender Form(s).

3.6 Procedure for Shares held in uncertificated form (that is, in CREST)

If the Shares which you wish to tender are held in uncertificated form, you should take (or procure to be taken) the action set out below to transfer (by means of a TTE Instruction) the number of Shares which you wish to tender under the Tender Offer to an escrow balance, specifying Computershare Investor Services PLC (in its capacity as a CREST receiving agent under its Participant ID and Member Account ID referred to below) as the escrow agent, as soon as possible and, in any event, so that the transfer to the relevant escrow account settles by not later than 1.00 p.m. on 22 June 2021. J.P. Morgan Cazenove shall be entitled (in its sole discretion) to accept late transfers to escrow.

If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Your CREST sponsor will be able to confirm details of your Participant ID and the Member Account ID under which your Shares are held. In addition, only your CREST sponsor will be able to send a TTE Instruction to Euroclear in relation to the Shares which you wish to tender. You should send (or, if you are a CREST sponsored member, procure that your CREST sponsor sends) a TTE Instruction to Euroclear, which must be properly authenticated in accordance with Euroclear's specification and which must contain, in addition to other information that is required for the TTE Instruction to settle in CREST, the following details:

- the corporate action number of the Tender Offer. This is allocated by Euroclear and will be available on screen from Euroclear;
- the number of Shares to be transferred to an escrow balance;
- your Member Account ID;
- your Participant ID;
- the Participant ID of the escrow agent, in its capacity as a CREST receiving agent. This is 3RA12;
- the Member Account ID of the escrow agent. This is BHMCR001 if you hold Sterling Shares and BHMCR002 if you hold US Dollar Shares;
- the intended settlement date for the transfer to escrow. This should be as soon as possible and, in any event, by no later than 1.00 p.m. on 22 June 2021;
- the ISIN of the Shares, which is GG00B1NP5142 for the Sterling Shares and GG00B1NPGV15 for the US Dollar Shares;
- input with the standard delivery instruction, priority 80; and
- a contact name and telephone number in the shared note field.

After settlement of the TTE Instruction, you will not be able to access the Shares concerned in CREST for any transaction or for charging purposes, notwithstanding that they will be held by the Receiving Agent as your agent until completion, termination or lapsing of the Tender Offer. If the Tender Offer becomes unconditional, the Receiving Agent will transfer the Shares which are accepted for purchase to J.P. Morgan Cazenove.

You are recommended to refer to the CREST Manual published by Euroclear for further information on the CREST procedures outlined above.

You should note that Euroclear does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE Instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST sponsor) to enable a TTE Instruction relating to your Shares to settle prior to 1.00 p.m. on 22 June 2021. In this regard, you are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. J.P. Morgan Cazenove shall be entitled (in its sole discretion) to accept late TTE Instructions to settle.

An appropriate announcement will be made if any of the details contained in this paragraph 3.6 are altered.

3.7 Validity of Tender Forms and TTE Instructions

Notwithstanding the powers in paragraph 10 below, J.P. Morgan Cazenove reserves the right to treat as valid only: (i) (in the case of Shares held in certificated form) Tender Forms which are accompanied by the relevant Share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof; or (ii) (in the case of Shares held in uncertificated form) settled TTE Instructions, in each case to be received entirely in order by no later than 1.00 p.m. on 22 June 2021 in respect of the entire number of Shares tendered. The Record Date for the Tender Offer is 6.00 p.m. on 22 June 2021.

Notwithstanding the completion of a valid Tender Form or TTE Instruction, the Tender Offer may be suspended, terminated or lapse in accordance with the terms and conditions set out in this Part III.

J.P. Morgan Cazenove shall be entitled to accept Tender Forms or TTE Instructions which are received after 1.00 p.m. on 22 June 2021 in its sole discretion. The decision of J.P. Morgan Cazenove as to which Shares have been validly tendered shall be conclusive and binding on all Eligible Shareholders.

3.8 Deposits of Shares into, and withdrawals of Shares from, CREST

Normal CREST procedures (including timings) apply in relation to any Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Tender Offer (whether such conversion arises as a result of a transfer of Shares or otherwise). Shareholders who are proposing to convert any such Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring Shares as a result of the conversion to take all necessary steps in connection with such person's participation in the Tender Offer (in particular, as regards delivery of Share certificate(s) and/or other document(s) of title or transfers to an escrow balance as described above) prior to 1.00 p.m. on 22 June 2021.

If you are in any doubt as to how to complete a Tender Form or as to the procedure for tendering Shares, please contact the Receiving Agent by telephone on 0370 707 4040 or, from outside the UK, +44 370 707 4040. You are reminded that, if you are a CREST sponsored member, you should contact your CREST sponsor before taking any action.

Eligible Shareholders should note that, once tendered, Shares may not be sold, transferred, charged or otherwise disposed of.

4. Settlement under the Tender Offer

Settlement of the consideration to which any Eligible Shareholder is entitled pursuant to valid tenders accepted by J.P. Morgan Cazenove is expected to be made on, or as soon as practicable, after 30 July 2021 as follows:

4.1 Shares held in certificated form (that is, not in CREST):

Where an accepted tender relates to Shares held in certificated form, settlement of the consideration due to Eligible Shareholders is expected to be made on (or as soon as practicable after) 30 July 2021. Cheques for the consideration due will be despatched by the Receiving Agent by first class post to the person or agent whose name and address is set out in Box 1 (or Box 4) of the Tender Form or, if none is set out, to the registered address of the Eligible Shareholder or, in the case of joint holders, the address of the first named. All cash payments will be made in the currency as the relevant class of Shares being acquired by the Company by cheque drawn on a branch of a UK clearing bank.

4.2 Shares held in uncertificated form (that is, in CREST):

Where an accepted tender relates to Shares held in uncertificated form, the consideration due will be paid by means of CREST on (or as soon as practicable after) 30 July 2021 by J.P. Morgan Cazenove procuring the creation of an assured payment obligation in favour of the Eligible Shareholder's payment bank in accordance with the CREST assured payment arrangements.

4.3 The payment of any consideration for Shares pursuant to the Tender Offer will be made only after the relevant TTE Instruction has settled or (as the case may be) timely receipt by the Receiving Agent of certificates and/or other requisite documents evidencing such Shares, a properly completed and duly executed Tender Form and any other documents required under the Tender Offer.

4.4 Payments of consideration will be made in the same currency as the class of Shares being acquired by the Company. Entitlements to a fraction of a penny or cent will be rounded down to the nearest whole penny or cent, as appropriate.

4.5 If only a part of a holding of Shares is sold pursuant to the Tender Offer or if, because of scaling back of Excess Applications, any tendered Shares in respect of the relevant class are not purchased pursuant to the terms of the Tender Offer:

- where the Shares are held in certificated form, the relevant Eligible Shareholder will be entitled to receive a certificate in respect of the balance of the remaining Shares; of the relevant class; or
- where the Shares are held in uncertificated form (that is, in CREST), the unsold Shares will be transferred by the Receiving Agent to the original account from which those Shares came.

5. Tender Form

5.1 Each Eligible Shareholder by whom, or on whose behalf, a Tender Form in respect of Shares held in certificated form is executed irrevocably undertakes, represents, warrants and agrees to and with J.P. Morgan Cazenove (for itself and for the benefit of the Company) (so as to bind them, their personal representatives, heirs, successors and assigns) that:

- (a) the execution of the Tender Form shall constitute an offer to sell to J.P. Morgan Cazenove the number of Shares inserted in Box 2 of the Tender Form, in each case, on and subject to the terms and conditions set out or referred to in this document and the Tender Form and that, once lodged, such offer shall be irrevocable;
- (b) such Eligible Shareholder has full power and authority to tender, sell, assign or transfer the Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by J.P. Morgan Cazenove, J.P. Morgan Cazenove will acquire such Shares with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto, on or after 22 June 2021, including the right to receive all dividends and other distributions declared, paid or made after that date;
- (c) the execution of the Tender Form will, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of any director or officer of J.P. Morgan Cazenove as such Eligible Shareholder's attorney and/or agent ("Attorney"), and an irrevocable instruction to the Attorney to complete and execute all or any instruments of transfer and/or other documents at the Attorney's discretion in relation to the Shares referred to in sub-paragraph 5.1(a) above in favour of J.P. Morgan Cazenove or such other person or persons as J.P. Morgan Cazenove may direct and to deliver such instrument(s) of transfer and/or other documents at the discretion of the Attorney, together with the Share certificate(s) and/or other document(s) of title relating to such Shares, for registration within six months of the Tender Offer becoming unconditional and to do all such other acts and things as may in the opinion of such Attorney be necessary or expedient for the purpose of, or in connection with, the Tender Offer and to vest in J.P. Morgan Cazenove or its nominee(s) or such other person(s) as J.P. Morgan Cazenove may direct such Shares;
- (d) such Eligible Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by J.P. Morgan Cazenove or any of its directors or any person nominated by J.P. Morgan Cazenove in the proper exercise of its or his or her powers and/or authorities hereunder;
- (e) such Eligible Shareholder holding Shares in certificated form will deliver to the Receiving Agent the Share certificate(s) and/or other document(s) of title in respect of the Shares referred to in sub-paragraph 5.1(a) above, or an indemnity acceptable to J.P. Morgan Cazenove in lieu thereof, or will procure the delivery of such document(s) to such person as soon as possible thereafter and, in any event, by no later than 1.00 p.m. on 22 June 2021;
- (f) the provisions of the Tender Form shall be deemed to be incorporated into the terms and conditions of the Tender Offer;
- (g) such Eligible Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by J.P. Morgan Cazenove to be desirable, in each case to complete the purchase of the Shares referred to in paragraph 5.1(a) above and/or to perfect any of the authorities expressed to be given hereunder;

- (h) if such Eligible Shareholder is an Overseas Shareholder: (i) he, she or it is not in the United States, Canada, Australia or Japan or in any territory in which it is unlawful to make or accept the Tender Offer; (ii) he, she or it has fully observed any applicable legal and regulatory requirements of the territory in which such Overseas Shareholder is resident or located; and (iii) the invitation under the Tender Offer may be made to such Overseas Shareholder under the laws of the relevant jurisdiction;
- (i) such Eligible Shareholder has not received or sent copies or originals of this document, any Tender Form or any related documents and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile transmission, internet, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States, Canada, Australia or Japan, that the Tender Form has not been mailed or otherwise sent in, into or from the United States, Canada, Australia or Japan, and that such Shareholder is not accepting the Tender Offer from the United States, Canada, Australia or Japan;
- (j) on execution, the Tender Form shall take effect as a deed;
- (k) the execution of the Tender Form constitutes such Eligible Shareholder's submission to the jurisdiction of the Court in relation to all matters arising out of or in connection with the Tender Offer or the Tender Form;
- (l) the despatch of a cheque in respect of the Tender Price by the Receiving Agent to an Eligible Shareholder at his or her registered address or such other address as is specified in the Tender Form will constitute a complete discharge by J.P. Morgan Cazenove of its obligation to make such payment to such Eligible Shareholder; and
- (m) if the appointment of Attorney provision under paragraph 5.1(c) above shall be unenforceable or invalid or shall not operate so as to afford any director or officer of J.P. Morgan Cazenove the benefit or authority expressed to be given therein, the Eligible Shareholder shall with all practicable speed do all such acts and things and execute all such documents that may be required to enable J.P. Morgan Cazenove to secure the full benefits of paragraph 5.1(c) above.

5.2 A reference in this paragraph 5 to an Eligible Shareholder includes a reference to the person or persons executing the Tender Form and, in the event of more than one person executing a Tender Form, the provisions of this paragraph 5 will apply to them jointly and to each of them.

6. Tenders through CREST

6.1 Each Eligible Shareholder by whom, or on whose behalf, a tender through CREST is made irrevocably undertakes, represents, warrants and agrees to and with J.P. Morgan Cazenove (for itself and for the benefit of the Company) (so as to bind them, their personal representatives, heirs, successors and assigns) that:

- (a) the input of the TTE Instruction shall constitute an offer to sell to J.P. Morgan Cazenove such number of Shares of the relevant class as are specified in the TTE Instruction or deemed to be tendered, in each case, on and subject to the terms and conditions set out or referred to in this document and that once the TTE Instruction has settled, such tender shall be irrevocable without the consent of J.P. Morgan Cazenove;
- (b) such Eligible Shareholder has full power and authority to tender, sell, assign or transfer the Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by J.P. Morgan Cazenove, J.P. Morgan Cazenove will acquire such Shares with full title guarantee, fully paid and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto, on or after 22 June 2021 including the right to receive all dividends and other distributions declared, paid or made after that date;
- (c) the input of the TTE Instruction will, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of the Receiving Agent as the Eligible Shareholder's attorney and/or agent (the "Attorney") and an irrevocable instruction and authority to the Attorney (i) subject to the Tender Offer becoming unconditional, to

transfer to itself by means of CREST and then to transfer to J.P. Morgan Cazenove (or to such person or persons as J.P. Morgan Cazenove may direct) by means of CREST all of the Relevant Shares (as defined below) in respect of which the Tender Offer is accepted or deemed to be accepted (but not exceeding the number of Shares which have been tendered pursuant to the Tender Offer); and (ii) if the Tender Offer is terminated or does not become unconditional and lapses, or there are Shares which have not been successfully tendered under the Tender Offer, to give instructions to Euroclear, as promptly as practicable after the termination or lapsing of the Tender Offer, to transfer the Relevant Shares to the original accounts from which those Shares came. For the purposes of this paragraph 6.1, "Relevant Shares" means Shares in uncertificated form and in respect of which a transfer or transfers to escrow has or have been effected pursuant to the procedures described in this paragraph 6.1(c);

- (d) such Eligible Shareholder will ratify and confirm each and every act or thing which may be done or effected by J.P. Morgan Cazenove or the Receiving Agent or any of their respective directors or any person nominated by J.P. Morgan Cazenove or the Receiving Agent in the proper exercise of its or his or her powers and/or authorities hereunder;
- (e) it shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by J.P. Morgan Cazenove to be desirable, in each case to complete the purchase of the Relevant Shares (as defined in paragraph (c) above) and/or to perfect any of the authorities expressed to be given hereunder;
- (f) if such Eligible Shareholder is an Overseas Shareholder: (i) he, she or it is not in the United States, Canada, Australia or Japan or in any territory in which it is unlawful to make or accept the Tender Offer; (ii) he, she or it has fully observed any applicable legal and regulatory requirements of the territory in which such Overseas Shareholder is resident; or located and (iii) the invitation under the Tender Offer may be made to such Overseas Shareholder under the laws of the relevant jurisdiction;
- (g) the creation of a CREST payment in favour of such Eligible Shareholder's payment bank in accordance with the CREST payment arrangements as referred to in paragraph 4 of this Part III will, to the extent of the obligations so created, discharge fully any obligation of J.P. Morgan Cazenove to pay to such Eligible Shareholder the cash consideration to which he, she or it is entitled under the Tender Offer;
- (h) the input of the TTE Instruction constitutes such Eligible Shareholder's submission to the jurisdiction of the Court in relation to all matters arising out of or in connection with the Tender Offer;
- (i) if, for any reason, any Shares in respect of which a TTE Instruction has been made are, prior to 1.00 p.m. on 22 June 2021, converted into certificated form, the tender through CREST in respect of such Shares shall cease to be valid and the Eligible Shareholder will need to comply with the procedures for tendering Shares in certificated form as set out in this Part III in respect of the Shares so converted, if the Eligible Shareholder wishes to make a valid tender of such Shares pursuant to the Tender Offer; and
- (j) if the appointment of Attorney provision under paragraph 6.1(c) above shall be unenforceable or invalid or shall not operate so as to afford any director or officer of the Receiving Agent the benefit or authority expressed to be given therein, the Eligible Shareholder shall with all practicable speed do all such acts and things and execute all such documents that may be required to enable the Receiving Agent to secure the full benefits of paragraph 6.1(c) above.

7. Additional provisions regarding the Tender Offer

- 7.1 Each Eligible Shareholder may tender some of or all of its holding of Shares as at the Record Date by 1.00 p.m. on 22 June 2021, subject to the scaling back of tenders in excess of such Eligible Shareholder's Basic Entitlement in respect of the relevant class of Shares on the basis provided in paragraph 1 of this Part III. In the case of Shares held in certificated form, if (i) Box 2 of the Tender Form is not completed; or (ii) in J.P. Morgan Cazenove's determination (in its sole discretion), Box 2 has not been validly completed then such tender shall be rejected by J.P. Morgan Cazenove.

- 7.2 Shares acquired by J.P. Morgan Cazenove under the Tender Offer will be purchased by J.P. Morgan Cazenove as principal and such purchases will be market purchases in accordance with the rules of the London Stock Exchange and the FCA.
- 7.3 Shares sold by Eligible Shareholders pursuant to the Tender Offer will be acquired with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto on or after 22 June 2021, including the right to receive all dividends and other distributions declared, paid or made after that date.
- 7.4 Unless it has been suspended or terminated prior to such time in accordance with the provisions of paragraphs 2 and 8 of this Part III, the Tender Offer will close at 1.00 p.m. on 22 June 2021 and any documentation received after that time will (unless the Receiving Agent, J.P. Morgan Cazenove and the Company, in their absolute discretion determine otherwise) be returned without any transaction taking place.
- 7.5 Each Eligible Shareholder who tenders or procures the tender of Shares will thereby be deemed to have agreed that, in consideration of J.P. Morgan Cazenove agreeing to process his, her or its tender, such Eligible Shareholder will not revoke his, her or its tender or withdraw his, her or its Shares without the prior written consent of J.P. Morgan Cazenove. Eligible Shareholders should note that, once tendered, Shares may not be sold, transferred, charged or otherwise disposed of.
- 7.6 Subject to paragraph 10 below, all tenders by certificated holders must be made on the relevant prescribed Tender Form, duly completed in accordance with the instructions set out thereon, which constitute part of the terms of the Tender Offer. A Tender Form will only be valid when the procedures contained in these terms and conditions and in the Tender Form are complied with. The Tender Offer and all tenders will be governed by and construed in accordance with English law. Delivery or posting of a Tender Form or submission of a TTE Instruction will constitute submission to the jurisdiction of the Court.
- 7.7 All documents and remittances sent by or to Eligible Shareholders will be sent at their own risk. If the Tender Offer does not become unconditional or is terminated, all documents lodged pursuant to the Tender Offer will be returned promptly by post, within 14 Business Days of the Tender Offer terminating or lapsing, to the person or agent whose name and address is set out in Box 1 or Box 4 (as applicable) of the Tender Form or, if none is set out, to the Eligible Shareholder or, in the case of joint holders, the first named at his/her/its registered address. No such documents will be sent to an address in the United States, Canada, Australia or Japan. In the case of Shares held in uncertificated form, the Receiving Agent, in its capacity as escrow agent will, within 14 Business Days of the Tender Offer terminating or lapsing, give instructions to Euroclear to transfer all Shares held in escrow balances and in relation to which it is the escrow agent for the purposes of the Tender Offer by TFE Instruction to the original accounts from which those Shares came. In any of these circumstances, Tender Forms will cease to have any effect.
- 7.8 The instructions, terms, provisions and authorities contained in or deemed to be incorporated in the Tender Form shall, in the case of Shares held in certificated form, constitute part of the terms of the Tender Offer. The definitions set out at the end of this document apply to the terms and conditions set out in this Part III.
- 7.9 The decision of J.P. Morgan Cazenove as to which Shares have been successfully tendered shall be final and binding on all Eligible Shareholders.
- 7.10 Further copies of this document and the Tender Form for each class of Shares may be obtained on request from the Receiving Agent at the addresses set out in the Tender Form.
- 7.11 Shares purchased pursuant to the Tender Offer will, following the completion of the Tender Offer, be acquired from J.P. Morgan Cazenove by the Company on the London Stock Exchange pursuant to the Repurchase Agreement and will be held in treasury.
- 7.12 Tendering Shareholders will not be obliged to pay brokerage fees, commissions or transfer taxes or stamp duty or stamp duty reserve tax in the UK on the purchase by J.P. Morgan Cazenove of Shares pursuant to the Tender Offer or on the repurchase (if any) by the Company thereafter.

8. Termination of the Tender Offer

If the Company (acting through the Directors) shall at any time prior to J.P. Morgan Cazenove effecting the purchase as principal of the tendered Shares pursuant to the Tender Offer (and including where it has previously deferred the NAV Determination Date in accordance with paragraph 2.3 of this Part III) notify J.P. Morgan Cazenove in writing that in its reasonable opinion either: (i) it has either become impractical or inappropriate for the Company to realise its investments or otherwise to raise finance to enable it to fund the repurchase of Shares pursuant to the Repurchase Agreement without materially harming Shareholders as a whole; or (ii) the completion of the purchase of Shares under the Tender Offer would have unexpected adverse fiscal or other consequences (whether by reason of a change in legislation or practice or otherwise) for the Company or its Shareholders if the Tender Offer were to proceed, the Company shall be entitled at its complete discretion to terminate the Tender Offer by a public announcement and a subsequent written notice to Shareholders, in which event the Tender Offer shall terminate immediately or as otherwise specified in such announcement.

9. Overseas Shareholders

- 9.1 The making of the Tender Offer in, or to persons who are citizens or nationals of, or resident in jurisdictions outside the United Kingdom or custodians, nominees or trustees for citizens, nationals or residents of jurisdictions outside the United Kingdom may be prohibited or affected by the laws of the relevant overseas jurisdiction. Shareholders who are Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of any Overseas Shareholder wishing to tender for purchase Shares to satisfy himself, herself, or itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes or other requisite payments due in such jurisdiction. Any such Overseas Shareholder will be responsible for the payment of any such transfer or other taxes or other requisite payments due by whomsoever payable and J.P. Morgan Cazenove and the Company and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholder for any such transfer or other taxes or other requisite payments such person may be required to pay.
- 9.2 In particular, the Tender Offer is not being made available directly or indirectly in or into or by the use of the mails or by any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or any facility of a national securities exchange of, the United States, Canada, Australia or Japan. Accordingly, copies of this document, the Tender Form and any related documents are not being and must not be mailed or otherwise distributed or sent in, into or from the United States, Canada, Australia or Japan, including to Shareholders with registered addresses in the United States, Canada, Australia or Japan or to persons who are custodians, nominees or trustees holding Shares for persons in the United States, Canada, Australia or Japan. Persons receiving such documents (including, without limitation, custodians, nominees and trustees) should not distribute, send or mail them in, into or from the United States, Canada, Australia or Japan or use such mails or any such means, instrumentality or facility in connection with the Tender Offer, and doing so will render invalid any purported acceptance of the Tender Offer. Persons wishing to accept the Tender Offer should not use such mails or any such means, instrumentality or facility for any purpose directly or indirectly relating to acceptance of the Tender Offer. Envelopes containing Tender Forms should not be postmarked in the United States, Canada, Australia or Japan or otherwise dispatched from the United States, Canada, Australia or Japan and all accepting Shareholders must provide addresses outside the United States, Canada, Australia or Japan for the remittance of cash or return of Tender Forms and Share certificate(s) or other document(s) of title.
- 9.3 If, in connection with making the Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards this document, the Tender Form or any related documents in, into or from the United States, Canada, Australia or Japan or uses the mails of, or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce of, or any facility of a national securities exchange of the United States, Canada, Australia or Japan in connection

with such forwarding, such persons should (i) inform the recipient of such fact; (ii) explain to the recipient that such action may invalidate any purported acceptance by the recipient; and (iii) draw the attention of the recipient to this paragraph 9.

- 9.4 The provisions of this paragraph 9 and any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by J.P. Morgan Cazenove and the Company in their absolute discretion but only if J.P. Morgan Cazenove and the Company are satisfied that such waiver, variation or modification will not constitute or give rise to a breach of applicable securities or other law.
- 9.5 The provisions of this paragraph 9 supersede any terms of the Tender Offer which may be inconsistent herewith.
- 9.6 Overseas Shareholders should inform themselves about and observe any applicable or legal regulatory requirements. If any Overseas Shareholder is in doubt about his, her or its position, he, she or it should consult his, her or its professional adviser in the relevant territory.

10. Miscellaneous

- 10.1 Any changes to the terms, or any suspension, extension or termination of the Tender Offer will be followed as promptly as practicable by a public announcement thereof no later than the close of business on the Business Day following the date of such event. Such an announcement will be released to the London Stock Exchange. References to the making of an announcement by the Company include the release of an announcement on behalf of the Company by J.P. Morgan Cazenove to the press and delivery of, or telephone or facsimile or other electronic transmission of, such announcement to the London Stock Exchange.
- 10.2 None of J.P. Morgan Cazenove, the Receiving Agent, the Registrar or the Company will accept responsibility for documentation lost or delayed in the postal system.
- 10.3 The latest time for receipt of valid documentation under the Tender Offer is 1.00 p.m. on 22 June 2021. Any documentation received by the Receiving Agent which is either incomplete, incorrect or received after 1.00 p.m. on 22 June 2021 will (unless the Receiving Agent, J.P. Morgan Cazenove and the Company, in their absolute discretion determine otherwise) be returned without any transaction taking place.
- 10.4 Any omission to despatch or decision not to despatch this document, the Tender Form or any notice required to be despatched under the terms of the Tender Offer to, or any failure to receive the same by, any person entitled to participate in the Tender Offer shall not invalidate the Tender Offer in any way or create any implication that the Tender Offer has not been made to any such person.
- 10.5 No acknowledgement of receipt of any Tender Form, Share certificate(s) and/or other document(s) of title will be given. All communications, notices, certificates, document(s) of title and remittances to be delivered by or sent to or from Eligible Shareholders (or their designated agents) will be delivered by or sent to or from such Eligible Shareholders (or their designated agents) at their own risk.
- 10.6 All powers of attorney and authorities on the terms conferred by or referred to in this Part III or in the Tender Form are given by way of security for the performance of the obligations of the Eligible Shareholders concerned and are irrevocable in accordance with section 4 of the Powers of Attorney Act 1971 of England and Wales.
- 10.7 The Tender Offer, the Tender Form and any contractual and non-contractual obligations arising out of or in connection with them are and shall be governed by, and shall be construed in accordance with, the laws of England and Wales.

PART IV – TAXATION IN THE UNITED KINGDOM

The following discussion does not constitute tax advice. It is intended as a general guide to certain United Kingdom tax considerations and does not purport to be a complete analysis of all potential United Kingdom consequences of selling Shares pursuant to the Tender Offer. It is based on current United Kingdom legislation and tax authority published practice, which are subject to change at any time (possibly with retroactive effect). It is of a general nature and (unless otherwise stated) only applies to certain Eligible Shareholders who are resident for tax purposes in (and only in) the United Kingdom, who hold their Shares as an investment and who are the absolute beneficial owners of the Shares. It does not address the position of certain categories of Eligible Shareholders who are subject to special rules, such as dealers in securities, insurance companies and collective investment schemes.

Eligible Shareholders who are in any doubt as to the potential tax consequences of selling their Shares pursuant to the Tender Offer or who may be subject to tax in a jurisdiction other than the United Kingdom should consult their own independent tax advisers before making any such sales.

United Kingdom Shareholders

Taxation of chargeable gains

Provided that the Company is not an “offshore fund” and that the “transactions in securities” rules do not apply (see below), the sale of Shares by a UK tax resident Eligible Shareholder to J.P. Morgan Cazenove (acting as principal) pursuant to the Tender Offer should be treated as a disposal of those shares for United Kingdom tax purposes. This may, subject to the Eligible Shareholder’s individual circumstances and any available exemption or relief, give rise to a chargeable gain (or allowable loss) for the purposes of United Kingdom taxation of chargeable gains.

Individual Shareholders

For an Eligible Shareholder who is a UK resident individual, any chargeable gain realised on a disposal of the Shares pursuant to the Tender Offer may be subject to capital gains tax. The liability to tax and the rate of tax will depend on the Shareholder’s own personal tax position and circumstances. Broadly, an Eligible Shareholder whose total taxable gains and income, including any gains made on the sale of Shares, in the tax year in which the sale of Shares takes place (“Total Taxable Gains and Income”), are less than or equal to the upper limit of the income tax basic rate band applicable in respect of that tax year (the “Band Limit”) will normally be subject to capital gains tax at the basic rate (currently 10 per cent.) in respect of any gain arising on the sale of their Shares. An Eligible Shareholder whose Total Taxable Gains and Income are more than the Band Limit will normally be subject to capital gains tax at the basic rate in respect of any chargeable gain arising on the sale of their Shares to the extent that, when added to the Eligible Shareholder’s other taxable gains and income, the chargeable gain is less than or equal to the Band Limit, and at the higher rate (currently 20 per cent.) in respect of the remainder of the chargeable gain arising on the sale of their Shares.

No tax will be payable on any chargeable gain arising on the sale of Shares if the amount of the chargeable gain realised by an individual Eligible Shareholder in respect of the sale, when aggregated with other chargeable gains realised by that Eligible Shareholder in the tax year (and after taking into account aggregate allowable losses), does not exceed the annual exempt amount (£12,300 for 2021/2022).

Corporate Shareholders

A UK resident corporate Shareholder will generally be subject to corporation tax on any chargeable gain resulting from the disposal of their Shares pursuant to the Tender Offer, subject to the availability of any allowable losses and subject to any applicable reliefs or exemptions. The rate of corporation tax for 2021/2022 is 19 per cent.

Offshore funds

Part 8 of the Taxation (International and Other Provisions) Act 2010 (and relevant regulations) contains provision for UK taxation of investors in “offshore funds” (the “Offshore Funds Rules”). While the Company does not expect to be treated as an “offshore fund” for the purposes of the Offshore Fund Rules, it does not make any commitment to Shareholders that it will not be treated

as one. Were the Company to be treated as an offshore fund, the Offshore Funds Rules could have the effect that the proceeds of disposal of the Shares under the Tender Offer would be treated as an income receipt rather than a capital receipt for tax purposes for UK resident Shareholders.

Transactions in securities

Under the provisions of Part 15 of the Corporation Tax Act 2010 (for companies subject to corporation tax) and Chapter 1 of Part 13 of the Income Tax Act 2007 (for individuals and others subject to income tax), HMRC can in certain circumstances counteract tax advantages arising in relation to a transaction or transactions in securities. If HMRC were to determine that these provisions apply to the Tender Offer, Eligible Shareholders might be liable to corporation tax or income tax (as applicable) as if they had received an income amount rather than a capital amount.

These rules apply only in certain circumstances and do not apply where it can be shown: (a) in the case of any corporation tax advantage, that the transaction or transactions in question were entered into for genuine commercial reasons or in the ordinary course of managing investments and none of the transactions involved as one of their main objects the obtaining of any corporation tax advantage; and (b) in the case of any income tax advantage, that none of the transactions had as one of their main purposes the obtaining of an income tax advantage, or that none of the transactions concerns, or has a connection to, a close company (broadly, a company controlled by five or fewer participators, or by participators who are directors).

No application has been made to HMRC for clearance in respect of the application of Part 15 of the Corporation Tax Act 2010 or Chapter 1 of Part 13 of the Income Tax 2007 to the Tender Offer.

Whether or not these provisions would apply to any Eligible Shareholder will depend on that Eligible Shareholder's own circumstances, but the Company would not expect these provisions to apply to any Eligible Shareholder in respect of the Tender Offer.

Non-United Kingdom Shareholders

Eligible Shareholders who are not resident in the United Kingdom for tax purposes will not generally be subject to United Kingdom taxation on chargeable gains in respect of any disposal of their Shares unless they hold their Shares for the purposes of a trade, profession or vocation carried on by them through a branch, agency or permanent establishment in the United Kingdom or for the purposes of such a branch, agency or permanent establishment. Individual Shareholders not resident in the United Kingdom at the time of sale of their Shares pursuant to the Tender Offer may later become liable to United Kingdom capital gains tax in respect of any gain made on the disposal of their Shares in the Tender Offer if they become resident in the United Kingdom for tax purposes at some point during the tax year in which the sale occurs (unless, by virtue of split year treatment, they are not liable to tax on the gain) or if they resume United Kingdom residence after a period of temporary non-residence. Non-UK tax resident Shareholders should obtain their own advice about their tax position.

PART V – ADDITIONAL INFORMATION

The following information is required by the Listing Rules to be included in this document.

1. No significant change

Save as disclosed below, there has been no significant change in the Company's financial position or financial performance since 31 December 2020, being the end of the last financial period for which the Company has published audited financial information.

	Final NAV per Share as at 31 December 2020	Estimated NAV per Share as at 21 May 2021
Sterling Shares	3,338p	3,428p
US Dollar Shares	\$34.78	\$35.75

2. Major Shareholders

As at 28 May 2021, insofar as is known to the Company, the following persons are, directly or indirectly, interested in 5 per cent. or more of each class of the issued share capital of the Company:

Sterling Shares

Name of shareholder	Number of Shares held	Percentage of class
Investec Wealth & Investment Limited	3,234,652	21.44%
Rathbone Investment Management Ltd	2,024,570	13.42%
Close Asset Management Limited	851,835	5.65%

US Dollar Shares

Name of shareholder	Number of Shares held	Percentage of class
Investec Wealth & Investment Limited	568,765	27.14%
Investec Bank (Switzerland) AG	521,044	24.86%
Cazenove Capital Management Limited	133,917	6.39%

3. Director shareholdings

As at 26 May 2021, the interests of the Directors in the Company's Shares were as follows:

Name of Director	Number of Shares held
John Le Poidevin	3,222

4. Warrants and options to subscribe

The Company has no warrants or options to subscribe for equity shares in issue as at 26 May 2021.

5. Impact of the Tender Offer

The impact of the Tender Offer, if accepted in full, will be to reduce the number of each class of Shares in issue by 40 per cent. and to increase the Net Asset Value per Share of the remaining Shares of each class in issue following the Tender Offer.

6. Consent

J.P. Morgan Cazenove has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they are included.

7. Documents available for inspection

A copy of the Company's articles of incorporation of the Company is available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for a period from and including the date of this document until the conclusion of the Extraordinary General Meeting at the Company's registered office at Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL.

DEFINITIONS

“Available Shares”	has the meaning given to such term in Part I of this document
“Basic Entitlement”	has the meaning given to such term in Part I of this document
“Board” or “Directors”	the board of directors of the Company
“Business Day”	any day other than a Saturday, Sunday or public holiday in England and Wales or Guernsey
“City Code”	the City Code on Takeovers and Mergers, as amended from time to time
“Company”	BH Macro Limited
“Court”	The High Court of Justice in England and Wales
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear is the Operator (as defined in the Regulations)
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the Regulations)
“CREST participant”	means a person who is, in relation to CREST, a system-participant (as defined in the Regulations)
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor being a sponsoring system participant (as defined in the Regulations)
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored Member
“Eligible Shareholder”	a Shareholder who is eligible to participate in the Tender Offer (which excludes certain Overseas Shareholders as detailed in Part III of this document)
“Euroclear”	Euroclear UK & Ireland Limited
“Excess Application”	has the meaning given to such term in Part I of this document
“Extraordinary General Meeting”	the Extraordinary General Meeting of the Company convened for 11.00 a.m. on 23 June 2021 (or any adjournment thereof), notice of which is set out at the end of this document
“FCA”	The Financial Conduct Authority of the United Kingdom
“Form(s) of Proxy”	the Form(s) of Proxy accompanying this document, for use by Shareholders in connection with the Extraordinary General Meeting
“FSMA”	the Financial Services and Markets Act 2000, as amended
“HMRC”	H.M. Revenue & Customs
“J.P. Morgan Cazenove”	J.P. Morgan Securities plc, which conducts its UK investment banking activities as J.P. Morgan Cazenove
“London Stock Exchange”	London Stock Exchange plc
“Manager”	Brevan Howard Capital Management LP
“Master Fund”	Brevan Howard Master Fund Limited
“Member Account ID”	the identification code or number attached to any member account in CREST
“NAV Determination Date”	30 June 2021
“Net Asset Value” or “NAV”	the aggregate value of the net assets attributable to a class of Shares calculated in accordance with the articles of incorporation of the Company and the current accounting policies of the Company

“Net Asset Value per Share”	the Net Asset Value in respect of a class of Shares divided by the number of Shares of that class in issue (excluding any Shares held in treasury) on the NAV Determination Date
“Overseas Shareholder”	a Shareholder who is a citizen or national of, or resident in, a jurisdiction outside the United Kingdom or a custodian, nominee or trustee for a citizen, national or resident of a jurisdiction outside the United Kingdom
“Participant ID”	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant
“Receiving Agent”	Computershare Investor Services PLC
“Record Date”	6.00 p.m. on 22 June 2021
“Register”	the register of members of the Company
“Registrar”	Computershare Investor Services (Guernsey) Limited
“Regulations”	The Uncertificated Securities (Guernsey) Regulations, 2009
“Repurchase Agreement”	the agreement dated 28 May 2021 between the Company and J.P. Morgan Cazenove for the repurchase by the Company on the London Stock Exchange of all the Shares purchased by J.P. Morgan Cazenove pursuant to the Tender Offer
“Resolution”	the special resolution to be proposed at the Extraordinary General Meeting and contained in the notice of the Extraordinary General Meeting
“Share”	a share of no par value in the capital of the Company
“Shareholders”	holders of Shares
“Sterling” or “£” or “GBP”	the lawful currency of the United Kingdom
“Sterling Shares”	Shares designated as Sterling Shares
“Tender Form”	the tender form(s) accompanying this document for use by each class of Shareholders holding their Shares in certificated form in connection with the Tender Offer
“Tender Offer”	the invitation by J.P. Morgan Cazenove to Eligible Shareholders (other than certain Overseas Shareholders) to tender Shares on the terms and subject to the conditions set out in this document and, in the case of Shares held in certificated form, the Tender Form
“Tender Price”	the price at which Shares of the relevant class will be purchased pursuant to the Tender Offer as determined in accordance with the terms and conditions of the Tender Offer
“TFE Instruction”	a transfer from escrow instruction (as defined by the CREST Manual issued by Euroclear)
“TTE Instruction”	a transfer to escrow instruction (as defined by the CREST Manual issued by Euroclear)
“uncertificated” or “in uncertificated form”	recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the Regulations, may be transferred by means of CREST
“US Dollar”	the lawful currency of the United States of America
“US Dollar Shares”	Shares designated as US Dollar Shares

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 EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary 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 on 23 June 2021 at 11.00 a.m. to consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution as set out below:

SPECIAL RESOLUTION

THAT, without prejudice to any subsisting authority conferred on the Company, the Company be and is hereby generally and unconditionally authorised in accordance with The Companies (Guernsey) Law 2008, as amended (the "Law"), to make market purchases (as defined in the Law) of each class of its shares (the "Shares") pursuant to the tender offer to all of the Company's shareholders (excluding certain overseas shareholders) to be made by J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) on the terms and subject to the conditions set out in the circular of the Company dated 2 June 2021 (the "Circular"), PROVIDED THAT:

- (a) the maximum number of Shares authorised to be purchased shall be 6,033,030 Shares designated as Sterling Shares and 838,411 Shares designated as US Dollar Shares;
- (b) the price which may be paid for a Share of a specific class shall be the Tender Price for that class of Share, as defined in the Circular (the lowest of which shall be the minimum price, and the highest of which the maximum price, for the purposes of The Companies (Guernsey) Law 2008, as amended); and
- (c) the authority hereby conferred shall expire on 31 August 2021, save that the Company may, prior to such expiry, enter into a contract to purchase Shares which will or may be completed or executed wholly or partly after such expiry and make a purchase of such Shares pursuant to any such contract.

By order of the Board

Registered Office

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

Dated: 2 June 2021

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. 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) Limited, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 11.00 a.m. on 21 June 2021. A Form of Proxy accompanies this notice. Subject to any restrictions in place at the time of the Extraordinary General Meeting, 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 6.00 p.m. on 21 June 2021. 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 0.7606 votes per US Dollar Share held and 1.4710 votes per Sterling Share held. As at 26 May 2021, the latest practicable date prior to the date of this notice, the Company's issued share capital (excluding shares held in treasury) consisted of 2,096,028 US Dollar Shares and 15,082,575 Sterling shares. Therefore, the total voting rights in the Company as at 26 May 2021, being the latest practicable date prior to the date of this notice was 23,780,707.

