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

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## **BH MACRO LIMITED**

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

### **Notice of Annual General Meeting**

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Notice of the Annual General Meeting to be held at 10.30 a.m. on 16 June 2014 at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL is set out at the end of this document.

Shareholders are requested to return the Form(s) of Proxy accompanying this document for use at the Annual General Meeting. To be valid, the Form(s) of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by Computershare Investor Services (Jersey) Ltd, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 10.30 a.m. on 12 June 2014. The Form(s) of Proxy may also be sent to Computershare Investor Services (Jersey) Ltd either by fax at +44(0)870 703 6322 or by email at [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk). If you own more than one class of shares, you will need to complete and return a Form of Proxy for the Annual General Meeting in respect of each class of shares that you own.

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

**Your attention is drawn to the letter from the Chairman of BH Macro Limited which is set out in Part I of this document and which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting. Your attention is also drawn to the section entitled "Action to be Taken" on page 5 of this document.**

## PART I

### Letter from the Chairman

# BH MACRO LIMITED

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

*Directors:*

Ian Plenderleith (Chairman)  
David Barton  
Huw Evans  
Anthony Hall  
Christopher Legge  
Talmi Morgan  
Claire Whittet

*Registered office:*

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

15 May 2014

### ANNUAL GENERAL MEETING

Dear Shareholder,

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#### Introduction

The seventh Annual General Meeting of the Company will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL on 16 June 2014 at 10.30 a.m. The business to be considered at the Annual General Meeting is contained in the notice convening the Annual General Meeting on pages 7 to 9 of this document. A brief explanation of each of the Resolutions to be considered is set out below.

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

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#### The Annual General Meeting

##### *Ordinary Resolutions*

*Resolution 1:* The Directors must lay the annual audited financial statements for the financial period ending 31 December 2013 and the reports of the Directors and Auditors before the Shareholders and the Shareholders will be asked to receive and consider the financial statements and the reports.

*Resolutions 2 and 3:* Shareholders will be asked to confirm the re-appointment of KPMG Channel Islands Limited as Auditors until the conclusion of the next annual general meeting due to be held in 2015 and to grant authority to the Board to determine their remuneration.

*Resolutions 4 to 9 (inclusive):* Shareholders will be asked to vote on the re-election of each of the Directors, all of whom are retiring at the Annual General Meeting and (other than Anthony Hall) are being submitted for re-election in accordance with corporate governance best practice for FTSE 350 companies as set out in the UK Corporate Governance Code.

Further, since Talmi Morgan is also a director of another investment company managed by Brevan Howard Capital Management LP, and David Barton is an employee of Brevan Howard Capital Management LP, they are not considered to be independent for the purposes of Listing Rule 15.2.13A and accordingly are required to stand for annual re-election pursuant to that Listing Rule.

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

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

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

#### **Ian Plenderleith (Chairman)**

Ian Plenderleith retired at the end of 2005 after a three-year term as Deputy Governor of the South African Reserve Bank. He served on the Bank's Monetary Policy Committee and was responsible for money, capital and foreign exchange market operations and for international banking relationships. He previously worked for over 36 years at the Bank of England in London, where he was most recently Executive Director responsible for the Bank's financial market operations and a member of the Bank's Monetary Policy Committee. He has also worked at the International Monetary Fund in Washington DC and served on the Board of the European Investment Bank and on various international committees at the Bank for International Settlements. Mr Plenderleith holds an MA from Christ Church, Oxford University, and an MBA from Columbia Business School, New York. Mr Plenderleith is a non-executive director of Morgan Stanley International and BMCE Bank International in London. He is also Chairman of the Governors of Reed's School in Surrey. Mr Plenderleith has held the role of chairman since 2007.

#### **David Barton**

David Barton joined Brevan Howard in July 2007. He is currently the Head of Legal at Brevan Howard Capital Management LP, the Company's manager, and a director of a number of the group's global entities. Prior to joining Brevan Howard, David worked as a transactional lawyer in the Corporate group of Freshfields Bruckhaus Deringer in London (2005 - 2007), advising on the structuring and launch of listed and unlisted hedge, private equity and other investment funds. Prior to Freshfields, David worked as a solicitor in the Corporate and Finance groups of Freehills in Sydney (2002-2005) advising on a wide range of M&A, ECM/DCM and investment fund transactions. David holds a Bachelor of Commerce (Economics and Finance) and Bachelor of Laws (Hons) from Macquarie University in Sydney and is admitted to practice as a solicitor in England and Wales and a solicitor and barrister in New South Wales, Australia. David is Series 3 (Commodities and Futures) qualified with the United States, National Association of Securities Dealers (NASD).

#### **Huw Evans**

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

#### **Christopher Legge**

Christopher Legge is Guernsey resident and has over 25 years experience in the financial services industry. He qualified in London in 1980 with Pannell Kerr Forster and subsequently moved to Guernsey in 1983 to work for Ernst & Young, progressing from audit manager to Managing Partner in the Channel Islands. Mr Legge retired from Ernst & Young in 2003 and currently holds a number of directorships in the financial sector including, among others Ashmore Global Opportunities Limited and Third Point Offshore Investors Limited. Mr Legge is an FCA and holds a BA (Hons) in Economics from the University of Manchester. Mr Legge was appointed to the Board in 2007.

#### **Talmi Morgan**

Talmi Morgan is Guernsey resident and qualified as a barrister in 1976. He moved to Guernsey in 1988 where he worked for Barings and then for the Bank of Bermuda as Managing Director of Bermuda Trust (Guernsey) Limited. From January 1999 to June 2004, he was Director of Fiduciary Services and Enforcement at the Guernsey Financial Services Commission (Guernsey's financial regulatory agency) where he was responsible for the design and subsequent implementation of Guernsey's law relating to the regulation of fiduciaries, administration businesses and company directors. He was also involved in the international working groups of the Financial Action Task Force and the Offshore Group of Banking Supervisors. From July 2004 to May 2005, he was Chief Executive of Guernsey Finance which is the official body for the promotion of the Guernsey finance industry. Mr Morgan holds a MA in Economics and Law from Cambridge University. Mr Morgan is Chairman of the Listed Hedge Fund Forum of the Association of Investment Companies. In addition to being a director of the Company, Mr Morgan is a director of a number of listed investment funds including, among

others, BH Global Limited, DCG Iris Limited, Real Estate Credit Investments PCC Limited, Global Fixed Income Realisation Limited, John Laing Infrastructure Fund Limited, NB Distressed Debt Investment Fund Limited, Sherbourne Investors (Guernsey) A Limited and Sherbourne Investors (Guernsey) B Limited. Mr Morgan was appointed to the Board in 2007.

#### **Claire Whittet**

Claire Whittet is Guernsey resident and has over 37 years' experience in the financial services industry. After obtaining a MA (Hons) in Geography from the University of Edinburgh, she joined the Bank of Scotland for 19 years and undertook a wide variety of roles including running two city centre offices. She moved to Guernsey in 1996 and was Global Head of Private Client Credit for Bank of Bermuda before joining Rothschild Bank International Limited where she is now Managing Director and Co-Head. Mrs Whittet is an ACIB member of the Chartered Institute of Bankers in Scotland and holds an IoD Directors Diploma in Company Direction. The Directors recommend that Mrs Whittet be appointed to the Board on 16 June 2014.

*Resolution 10:* Shareholders are being asked to approve the Directors' Remuneration Report contained in the Company's annual audited financial statements.

*Resolution 11:* The Directors are seeking the authority to allot and issue, grant rights to subscribe for, or to convert securities into, up to 1,989,326 Euro shares, 7,622,880 US dollar shares and 14,277,069 Sterling shares respectively (being 33.33 per cent. of the shares of each class in issue as at the latest practicable date prior to the date of publication of this document, excluding shares held in treasury). The authority expires on the date falling fifteen months after the date of passing of this Resolution 11 or the conclusion of the next annual general meeting of the Company, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted and issued after such expiry and the Directors may allot and issue shares in pursuance of such an offer or agreement as if the authority had not expired.

This authority supplements Article 4.4 of the Articles which, subject to any limitations imposed by the Shareholders (such as this Resolution 11), generally and unconditionally authorises the Directors to allot and issue, grant rights to subscribe for, or to convert securities into, up to 1 billion shares of each class in the Company, which authority expires on 18 June 2017, being 5 years after the date of adoption of the current Articles (unless previously renewed, revoked or varied by the Company in a general meeting).

As at the latest practicable date prior to the date of publication of this document, the Company held 5,870,505 shares in treasury, based on total voting rights, which represents approximately 6.80 per cent. of the Company's issued shares (excluding treasury shares) at that time. The treasury shares in the Company consist of 556,179 Euro shares, 2,337,069 US Dollar shares and 2,404,318 Sterling shares.

The Directors have no present intention to exercise the authority conferred by this Resolution 11.

#### *Special Resolutions*

*Resolution 12:* As part of the Company's discount management arrangements, the Directors are seeking to renew the authority to purchase the Company's shares in the market up to 894,690 Euro shares, 3,428,352 US Dollar shares and 6,421,040 Sterling shares respectively (equivalent to 14.99 per cent. of the shares of each class in issue as at the latest practicable date prior to the date of publication of this document, excluding shares held in treasury) from time to time either for cancellation or to hold as treasury shares for future resale or transfer.

Purchases will only be made in the market at prices below the prevailing net asset value per share in the Company of the relevant class in circumstances in which the Directors believe such purchases will result in an increase in the net asset value per share of the remaining shares (or of a particular class) or as a means of addressing any imbalance between the supply of, and demand for, the shares (or of a particular class).

*Resolution 13:* Resolution 13 disapplies the pre-emption rights contained in the Articles so that the Board has authority to allot and issue (or sell from treasury) shares for cash on a non-pre-emptive basis in respect of 596,858 Euro shares, 2,287,093 US Dollar shares and 4,283,549 Sterling shares in the Company respectively (equivalent to 10 per cent. of the shares of each class in issue as at the latest practicable date prior to the date of publication of this document, excluding shares held in treasury). The disapplication expires on the date falling fifteen months after the date of passing of this Resolution 13 or the conclusion of the next annual general meeting of the Company, whichever is the earlier and permits the Board to allot and issue shares (or sell shares from treasury) after expiry of the disapplication if it has agreed to do so beforehand. Shares issued (or sold from treasury) pursuant to the disapplication would not be issued at a price that is less than the prevailing net asset value per share of the relevant class.

The Resolution to approve disapplication of pre-emption rights is set at 10 per cent. of each class of shares. As the issue of shares (or sale from treasury) by the Company on a non-pre-emptive basis will only be made at a premium rate to the prevailing net asset value for

the relevant class of shares, the Board believes that the existing authority to issue new shares equal to 10 per cent. of the existing shares in issue of each class (excluding treasury shares) is appropriate.

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## Action to be taken

### Form(s) of Proxy

You will find enclosed the Form(s) of Proxy for use at the Annual General Meeting. Whether or not you intend to attend the Annual General Meeting, you are urged to complete and return the Form(s) of Proxy as soon as possible. To be valid, the Form(s) of Proxy must be completed in accordance with the instructions printed on it and lodged with Computershare Investor Services (Jersey) Ltd, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 10.30 a.m. on 12 June 2014 (or such later time as the Directors may determine). The Form(s) of Proxy may also be sent to Computershare Investor Services (Jersey) Ltd, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, by fax to +44(0)870 703 6322 or by email to [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk). If you own more than one class of shares, you will need to complete and return a Form of Proxy for the Annual General Meeting in respect of each class of shares that you own.

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

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

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

Resolutions 1 to 11 are proposed as ordinary resolutions, which require a simple majority of the Shareholders and duly appointed proxies attending the meeting and voting on a show of hands to vote in favour (excluding any votes that are withheld) or, if a poll is demanded, a simple majority of the total voting rights cast on the relevant resolution (excluding any votes that are withheld) to be in favour.

Resolutions 12 and 13 are proposed as special resolutions, which require not less than 75 per cent. of the Shareholders and duly appointed proxies attending the meeting and voting on a show of hands to vote in favour (excluding any votes that are withheld) or, if a poll is demanded, not less than 75 per cent. of the total voting rights cast on the relevant resolution (excluding any votes that are withheld) to be in favour.

### Recommendations

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

Yours faithfully

**Ian Plenderleith**

*Chairman*

## **PART II**

### **DEFINITIONS**

"Annual General Meeting" means the annual general meeting of the Company convened for 10.30 a.m. on 16 June 2014 (or any adjournment thereof), notice of which is set out at the end of this document;

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

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

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

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

"Company" means BH Macro Limited;

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

"Listing Rules" means the Listing Rules of the UK Listing Authority;

"Nasdaq Dubai" means Nasdaq Dubai Limited;

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

"Shareholders" (each a "Shareholder") means the shareholders of the Company from time to time.

# BH MACRO LIMITED

(Company No. 46235)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the seventh Annual General Meeting of BH Macro Limited (the "Company") will be held at Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3QL, Channel Islands on 16 June 2014 at 10.30 a.m. to consider and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions and special resolutions as set out below:

### ORDINARY RESOLUTIONS

To be proposed as ordinary resolutions:

1. That the Annual Audited Financial Statements of the Company for the period ended 31 December 2013, together with the Reports of the Directors and the Auditors thereon, be received and considered.
2. That KPMG Channel Islands Limited be re-appointed as Auditors until the conclusion of the next annual general meeting.
3. That the Board of Directors be authorised to determine the remuneration of the Auditors.
4. That Ian Plenderleith be re-elected as a Director.
5. That David Barton be re-elected as a Director.
6. That Huw Evans be re-elected as a Director.
7. That Christopher Legge be re-elected as a Director.
8. That Talmay Morgan be re-elected as a Director.
9. That Claire Whittet be re-elected as a Director.
10. That the Directors' Remuneration Report contained in the Annual Audited Financial Statements of the Company for the period ended 31 December 2013 be approved.
11. That the Directors be generally and unconditionally authorised to allot and issue, grant rights to subscribe for, or to convert securities into, up to 1,989,326 shares designated as Euro shares, 7,622,880 shares designated as US Dollar shares and 14,277,069 shares designated as Sterling shares respectively (being 33.33 per cent. of the Company's shares of each class in issue as at the latest practicable date prior to the date of publication of this document (excluding shares held in treasury)) for the period expiring on the date falling fifteen months after the date of passing of this Resolution 11 or the conclusion of the next annual general meeting of the Company, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted and issued after such expiry and the Directors may allot and issue shares in pursuance of such an offer or agreement as if the authority had not expired.

### SPECIAL RESOLUTIONS

To be proposed as special resolutions:

12. That the Company be and is hereby generally and unconditionally authorised in accordance with the Companies (Guernsey) Law, 2008, as amended (the "Companies Law"), to make market acquisitions (as defined in the Companies Law) of each class of its shares (either for the retention as treasury shares for resale or transfer, or cancellation), PROVIDED THAT:
  - a. the maximum number of shares authorised to be purchased shall be 894,690 shares designated as Euro shares, 3,428,352 shares designated as US Dollar shares and 6,421,040 shares designated as Sterling shares (being 14.99 per cent. of the shares of each class in issue as at the latest practicable date prior to the date of publication of this document, excluding shares held in treasury);

- b. the minimum price (exclusive of expenses) which may be paid for a share shall be 1 cent for shares designated as Euro shares, 1 cent for shares designated as US Dollar shares and 1 pence for shares designated as Sterling shares;
  - c. the maximum price which may be paid for a share of the relevant class is an amount equal to the higher of: (a) 105 per cent. of the average of the middle market quotations for a share of the relevant class on the relevant market for the five business days immediately preceding the date on which the share is purchased; and (b) the higher of (i) the price of the last independent trade for a share of the relevant class and (ii) the highest current independent bid for a share of the relevant class at the time of purchase; and
  - d. the authority hereby conferred shall expire at the annual general meeting of the Company in 2015 unless such authority is varied, revoked or renewed prior to such date by a special resolution of the Company in general meeting.
13. That, in accordance with Article 6.4 of the Articles, the Directors be empowered to allot and issue (or sell from treasury) 596,858 shares designated as Euro shares, 2,287,093 shares designated as US Dollar shares and 4,283,549 shares designated as Sterling shares (being 10 per cent. of the shares in issue of each class as at the latest practicable date prior to the date of this notice, excluding shares held in treasury) for cash as if Article 6.1 of the Articles did not apply to the allotment and issue (or sale from treasury) for the period expiring on the date falling fifteen months after the date of passing of this Resolution 13 or the conclusion of the next annual general meeting of the Company, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted and issued (or sold) after such expiry and the Directors may allot and issue (or sell) shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution 13 has expired.

*By order of the Board*

*Registered Office*

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

Dated 15 May 2014

**Notes:**

1. To have the right to attend and vote at the meeting you must hold shares in the Company and your name must be entered on the share register of the Company in accordance with note 4 below.
2. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a Shareholder) to attend, speak and vote on their behalf, provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares. Where multiple proxies have been appointed to exercise rights attached to different shares, on a show of hands those proxy holders taken together will collectively have the same number of votes as the Shareholder who appointed them would have on a show of hands if he were present at the meeting. On a poll, all or any of the rights of the Shareholder may be exercised by one or more duly appointed proxies.
3. To be valid, the relevant instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received by Computershare Investor Services (Jersey) Ltd, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 10.30 a.m. on 12 June 2014. A Form of Proxy accompanies this notice. Completion and return of the Form(s) of Proxy will not preclude members from attending and voting at the meeting should they wish to do so.
4. The time by which a person must be entered on the register of members in order to have the right to attend and vote at the meeting is 10.30 a.m. on 12 June 2014. 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 1 vote per Euro share held, 0.7606 votes per US Dollar share held and 1.471 votes per Sterling share held. As at the date of this notice, the Company's issued share capital (excluding shares held in treasury) consisted of 5,968,576 Euro shares, 22,870,928 US Dollar



shares and 42,835,490 Sterling shares. Therefore, the total voting rights in the Company as at the date of this notice are 86,375,210

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