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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 10:00 a.m. on 25 June 2020 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.

If the existing restrictions on travel to the Bailiwick of Guernsey and public gatherings introduced by the States of Guernsey to address the COVID-19 pandemic remain in place at the relevant time, physical attendance at the Annual General Meeting will not be possible. 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 Annual General Meeting in person nor cast the Shareholder's vote. All votes on the resolutions contained in the notice of the Annual General Meeting will be held by poll, so that all proxy votes are counted.

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 Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 10.00 a.m. on 23 June 2020. The Form(s) of Proxy may also be sent to Computershare Investor Services Plc, 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.

**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" in the Letter from the Chairman in Part I of this document.**

Certain terms used in this document are defined in Part II 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:*

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

*Registered office:*

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

28 May 2020

### ANNUAL GENERAL MEETING

Dear Shareholder,

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#### Introduction

The thirteenth Annual General Meeting of the Company (the "Meeting") will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey at 10.00 a.m. on 25 June 2020.

This letter explains the business to be considered at the Meeting and includes a recommendation from the Board that you vote in favour of the resolutions which will be proposed. The formal Notice of the Meeting is set out at the end of this document.

On 16 May 2020, the States of Guernsey entered Phase 3 of its lockdown framework designed of measures to reduce the transmission of COVID-19. These mandatory measures include restrictions on public gatherings and encouraging people to stay at home. Border restrictions have been put in place and all arrivals from outside Guernsey are required to observe an extended quarantine period. If the existing restrictions introduced to address the COVID-19 pandemic remain in place at the relevant time, physical attendance at the Annual General Meeting will not be possible. Accordingly, attendance at the Annual General Meeting is expected to be limited to the minimum necessary quorum.

The Company therefore 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 Annual General Meeting in person nor cast the Shareholder's vote. All votes on the resolutions contained in the notice of the Annual General Meeting will be held by poll, so that all proxy votes are counted.

The situation regarding COVID-19 is constantly evolving 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 Annual General Meeting (including any change to the location of the Annual General Meeting) which the Board considers appropriate will be communicated to Shareholders before the meeting through our website at <https://www.bhmacro.com/> and, where appropriate, by RNS announcement.

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#### The Annual General Meeting

At the Annual General Meeting, the following Resolutions will be proposed:

##### Ordinary Resolutions

*Resolution 1:* The Directors must lay the annual audited financial statements for the financial period ending 31 December 2019 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.

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*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 2021 and to grant authority to the Board to determine their remuneration.

*Resolutions 4 to 8 (inclusive):* Shareholders will be asked to vote on the election and re-election (as appropriate) of each of the Directors all of whom are retiring at the Annual General Meeting in accordance with corporate governance best practice.

All of the Directors are non-executive and each will stand for election or re-election (as appropriate). If elected or re-elected (as appropriate), each Director will hold office until he or she retires or ceases to be a Director in accordance with the Articles, by operation of law or until he or she resigns.

Following an evaluation of the Directors conducted during the year, the Board believes that each Director offering him or herself for election or re-election (as appropriate) continues to make an effective and valuable contribution and demonstrates commitment to the role.

Notwithstanding that the Directors sit on the boards of a number of other listed investment companies, the Board notes that each appointment is non-executive and that listed investment companies generally have a lower level of complexity and time commitment than trading companies. Furthermore, the Board notes that attendance of all Board and committee meetings during the year is high and that each Director has always shown the time commitment necessary to discharge fully and effectively their duties as a Director.

All directors are seeking re-election to the Board apart from Bronwyn Curtis. The Board undertook an extensive process to identify an appropriate new director for the Company, following which Bronwyn Curtis was appointed to the Board on 1 January 2020 and is seeking election at the Meeting.

The biographies of each of the Directors are set out below.

#### **Colin Maltby**

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

#### **Bronwyn Curtis**

Bronwyn Curtis is a UK resident and Senior Executive with 30 years leadership in finance, commodities, consulting and the media. She is currently chairman of JPMorgan Asia Growth and Income plc and a non-executive director of Pershing Square Holdings plc, the Scottish American Investment Company plc and the UK Office of Budget Responsibility. Her executive roles included Head of Global at HSBC Bank plc, Managing Editor and Head of European Broadcast at Bloomberg LP, Chief Economist of Nomura International, and Global Head of Foreign Exchange and Fixed Income Strategy at Deutsche Bank. She has also worked as a consultant for the World Bank and UNCTAD. Her other current appointments include the Advisory Board at Imperial College Business School, trustee of the Centre for Economic and Policy Research, the Australian-UK Chamber of Commerce and The Times shadow MPC. She is a graduate of the London School of Economics and La Trobe University in Australia where she received a Doctor of Letters in 2017. Bronwyn was awarded an OBE in 2008 for her services to business economics.

#### **Richard Horlick**

Richard Horlick is UK resident. He is currently the non-executive chairman of CCLA Investment Management which manages £10bn of assets for over 38,000 charities and church and local authority funds. He has served on a number of closed end fund boards most recently Pacific Assets Trusts Plc from December 2005 until June 2014 and Tau Capital Plc from May 2007 to January 2014. He was a partner and non-executive chairman of Pensato Capital LLP until its successful sale to RWC Partners in 2017. He has had a long and distinguished career in investment management graduating from Cambridge University in 1980 with an MA in Modern History. After 3 years in the corporate finance department of Samuel Montagu he joined Newton Investment Management in January 1984 where he became a Director and portfolio manager. In 1994 he joined Fidelity International as President of their institutional business

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outside the US and in 2001 became President and CEO of Fidelity Management Trust Company in Boston which was the Trust Bank for the US Fidelity Mutual fund range and responsible for their defined benefit pension business. In 2003 he joined Schroders Plc as a main board director and head of investment worldwide. In January 2006 he established Spencer House Capital Management with Lord Jacob Rothschild. In addition he has been a business angel investing in a wide range of private companies. He became a limited partner in CBE Capital Limited, a property development group.

#### **John Le Poidevin**

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

#### **Claire Whittet**

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

*Resolution 9:* Shareholders are being asked to approve the Directors' Remuneration Report contained in the Company's annual audited financial statements.

*Resolution 10:* In general terms, the Directors are seeking the authority to allot and issue up to 832,722 US dollar shares and 4,922,683 Sterling shares (respectively being 33.33 per cent. of the shares of each class currently in issue (excluding shares held in treasury)). The authority will expire fifteen months after the date of passing of Resolution 10 or the conclusion of the next annual general meeting of the Company, whichever is the earlier.

As at 21 May 2020, being the latest practicable date prior to the date of publication of this document, the Company held 1,262,431 shares in treasury which represents approximately 7.31 per cent of the Company's issued shares (excluding treasury shares) at that time. The treasury shares in the Company consist of 250,228 US Dollar shares and 1,012,203 Sterling shares.

#### *Special Resolutions*

*Resolution 11:* The Directors are seeking to renew the authority to purchase shares in the market up to 374,512 of the Company's US Dollar shares and up to 2,213,951 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 12:* Resolution 12 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 249,841 US Dollar shares and 1,476,952 Sterling shares in the Company respectively (equivalent to 10 per cent. of the shares of each class in issue as at the latest practicable date prior to the date of publication of this document, excluding shares held in treasury). The disapplication expires on the date falling fifteen months after the date of passing of Resolution 12 or the conclusion of the next annual general meeting of the Company, whichever is the earlier and permits the Board to allot and issue shares (or sell shares from treasury) after expiry of the disapplication if it has agreed to do so beforehand. Shares issued (or sold from treasury) pursuant to the disapplication would not be issued at a price that is less than the prevailing net asset value per share of the relevant class.

The resolution to approve disapplication of pre-emption rights is set at 10 per cent. of the Sterling shares and the US Dollar shares in issue (excluding shares held in treasury). As the

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

The Directors have no present intention to exercise the authority conferred by Resolution 12 except, if circumstances merit it, for the sale of shares from treasury or for the allotment and issuance of shares to satisfy market demand.

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**Action to be taken****Form(s) of Proxy**

You will find accompanying this document the Form(s) of Proxy for use at the Annual General Meeting. In light of the restrictions imposed by the States of Guernsey in response to the Covid-19 pandemic, the Company urges you to vote by proxy at the Annual General Meeting and to appoint the chairman of the meeting as your proxy. If you appoint someone other than the chairman of the meeting as your proxy, that proxy may not be able to attend the Annual General Meeting in person nor cast your vote. 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 Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 10.00 a.m. on 23 June 2020 (or such later time as the Directors may determine). The Form(s) of Proxy may also be sent to Computershare Investor Services Plc, 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 Meeting in respect of each class of shares that you own.

Subject to any restrictions in place at the time of the Annual General Meeting, the lodging of the Form(s) of Proxy will not prevent you from attending the 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.

If Guernsey's existing restrictions to address the COVID-19 pandemic remain in place at the relevant time, physical attendance at the Annual General Meeting will not be possible. Accordingly, attendance at the Annual General Meeting is expected to be limited to the minimum necessary quorum. All votes on the resolutions contained in the Notice of Annual General Meeting will be held by poll, so that all proxy votes will be counted.

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 10 are proposed as ordinary resolutions, which, on a poll requires a simple majority of the total voting rights cast on the relevant resolution (excluding any votes that are withheld) to be in favour.

Resolutions 11 and 12 are proposed as special resolutions, which, on a poll require 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 in respect of their own beneficial holdings, to vote in favour of the Resolutions. **You are requested to complete and return the accompanying Form(s) of Proxy without delay, whether or not you intend to attend the Annual General Meeting.**

Yours faithfully

**Colin Maltby**  
Chairman

## **PART II**

### **DEFINITIONS**

“Annual General Meeting” or “Meeting” means the annual general meeting of the Company convened for 10.00 a.m. on 25 June 2020 (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;

“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 thirteenth Annual General Meeting of BH Macro Limited (the "Company") will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey on 25 June 2020 at 10.00 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 2019, 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 Colin Maltby be re-elected as a Director.
5. That Bronwyn Curtis be elected as a Director.
6. That Richard Horlick be re-elected as a Director.
7. That John Le Poidevin be re-elected as a Director.
8. That Claire Whittet be re-elected as a Director.
9. That the Directors' Remuneration Report contained in the Annual Audited Financial Statements of the Company for the period ended 31 December 2019 be approved.
10. That the Directors be generally and unconditionally authorised to allot and issue, grant rights to subscribe for, or to convert securities into, up to 832,722 shares designated as US dollar shares and 4,922,683 shares designated as Sterling shares respectively (being 33.33 per cent. of the Company's shares of each class in issue as at the latest practicable date prior to the date of publication of this document (excluding in each case shares held in treasury)) for the period expiring on the date falling fifteen months after the date of passing of this Resolution 10 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:

11. 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 374,512 shares designated as US Dollar shares and 2,213,951 shares designated as Sterling shares (respectively being 14.99 per cent. of the shares of each class in issue as at the latest practicable date prior to the date of publication of this document (excluding in each case shares held in treasury));
  - (b) the minimum price (exclusive of expenses) which may be paid for a share shall be one cent for shares designated as US Dollar shares and one pence for shares designated as Sterling shares;
  - (c) the maximum price which may be paid for a share of the relevant class is an amount equal to the higher of: (a) 105 per cent. of the average of the middle market quotations for a share of the relevant class on the relevant market for the five business days immediately preceding the date on which the share is purchased; and (b) the higher of (i) the price of the last independent trade for a share of the relevant class and (ii) the highest current independent bid for a share of the relevant class at the time of purchase; and
  - (d) the authority hereby conferred shall expire at the annual general meeting of the Company in 2021 unless such authority is varied, revoked or renewed prior to such date by a special resolution of the Company in a general meeting.

12. That, in accordance with Article 6.4 of the Articles, the Directors be empowered to allot and issue (or sell from treasury) 249,841 shares designated as US Dollar shares and 1,476,952 shares designated as Sterling shares (respectively 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 12 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 12 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 28 May 2020

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 notorially certified copy thereof) must be received by Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 10.00 a.m. on 23 June 2020. A Form of Proxy accompanies this notice. Subject to any restrictions in place at the time of the Annual 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 10.00 a.m. on 23 June 2020. 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 the latest practicable date prior to the date of this notice, the Company's issued share capital (excluding shares held in treasury) consisted of 2,498,417 US Dollar shares and 14,769,526 Sterling shares. Therefore, the total voting rights in the Company as at the latest practicable date prior to the date of this notice is 23,626,268.