THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you should consult your independent financial adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") without delay.

This document comprises a supplementary prospectus relating to BH Macro Limited (the "Company") for the purposes of Article 23 of the UK version of the EU Prospectus Regulation (2017/1129) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended and supplemented from time to time (including, but not limited to, by the UK Prospectus Amendment Regulations 2019 and The Financial Services and Markets Act 2000 (Prospectus) Regulations 2019)) (the "UK Prospectus Regulation"), the prospectus regulation rules of the Financial Conduct Authority (the "FCA") (the "Prospectus Regulation Rules") and the Guernsey Prospectus Rules and Guidance, 2021. This Supplementary Prospectus has been approved by the FCA, as the competent authority under the UK Prospectus Regulation. The FCA only approves this Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Accordingly, such approval should not be considered as an endorsement of the issuer, or of the quality of the securities, that are the subject of the Prospectus (as defined below) and this Supplementary Prospectus. Investors should make their own assessment as to the suitability of investing in the Shares.

The Guernsey Financial Services Commission ("GFSC") takes no responsibility for the financial soundness of the Company or for the correctness of any of the statements made or opinions expressed with regard to it.

BH MACRO LIMITED

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

Supplementary Prospectus

Manager
Brevan Howard Capital Management LP

Sponsor and Sole Bookrunner
J.P. Morgan Cazenove

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the prospectus (comprising a summary, a registration document and a securities note) published by the Company on 23 January 2023 (the "**Prospectus**") published in connection with an Initial Issue of new Shares and a share issuance programme of new Shares (with a maximum total issuance under the Initial Issue and the Issuance Programme of 220 million new Shares to be denominated as either Sterling Shares or US Dollar Shares (the "**Issuance Programme**")). Words or expressions defined in the Prospectus have the same meaning when used in this Supplementary Prospectus unless the context requires otherwise.

Persons receiving this Supplementary Prospectus should read the Prospectus as a whole and should be aware that any update in respect of any future securities note and future summary in relation to the Issuance Programme may constitute a material change for the purposes of the UK Prospectus Regulation and the Prospectus Regulation Rules.

The Company and each of the Directors, whose names appear on page 10 of this Supplementary Prospectus, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and this Supplementary Prospectus does not omit anything likely to affect the import of such information.

This Supplementary Prospectus does not constitute an offer to sell or issue, or the solicitation of an offer to purchase, subscribe for or otherwise acquire, Shares in any jurisdiction where such an offer or solicitation would be unlawful or would impose any unfulfilled registration, qualification, publication or approval requirements on the Company or the Manager. The distribution of this Supplementary Prospectus in certain jurisdictions may be restricted by law. Other than in the United Kingdom, no action has been or will be taken to permit the possession, issue or distribution of this Supplementary Prospectus in any jurisdiction where action for that purpose may be required or doing so is restricted by law. Persons into whose possession this Supplementary Prospectus (or any other offering materials or publicity relating to the Shares) comes should inform themselves about and observe any such restrictions. In particular, this Supplementary Prospectus should not be forwarded or transmitted in or into the United States, Japan, New Zealand, the Republic of South Africa or any EEA Member State,

or into any other jurisdictions if to do so would constitute a violation of the relevant laws and regulations in such other jurisdiction.

The Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended (the "US Investment Company Act") and as such investors are not and will not be entitled to the benefits of the US Investment Company Act. The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "US Securities Act"), or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered, sold, resold, pledged, delivered, distributed or otherwise transferred, directly or indirectly, into or within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There has not been and will be no public offering of the Shares in the United States.

Neither the United States Securities and Exchange Commission (the "SEC") nor any securities regulatory authority of any state or other jurisdiction of the United States has approved or disapproved of the Shares or passed upon the adequacy or accuracy of this Supplementary Prospectus. Any representation to the contrary is a criminal offence in the United States.

PURSUANT TO AN EXEMPTION FROM THE US COMMODITY FUTURES TRADING COMMISSION IN CONNECTION WITH POOLS WHOSE PARTICIPANTS ARE LIMITED TO QUALIFIED ELIGIBLE PERSONS, AN OFFERING MEMORANDUM FOR THIS POOL IS NOT REQUIRED TO BE, AND HAS NOT BEEN, FILED WITH THE COMMISSION. THE US COMMODITY FUTURES TRADING COMMISSION DOES NOT PASS UPON THE MERITS OF PARTICIPATING IN A POOL OR UPON THE ADEQUACY OR ACCURACY OF AN OFFERING MEMORANDUM. CONSEQUENTLY, THE US COMMODITY FUTURES TRADING COMMISSION HAS NOT REVIEWED OR APPROVED THIS OFFERING OR ANY OFFERING MEMORANDUM FOR THIS POOL.

BREVAN HOWARD CAPITAL MANAGEMENT LP IS A MEMBER OF NFA AND IS SUBJECT TO NFA'S REGULATORY OVERSIGHT AND EXAMINATIONS. BREVAN HOWARD CAPITAL MANAGEMENT LP HAS ENGAGED OR MAY ENGAGE IN UNDERLYING OR SPOT VIRTUAL CURRENCY TRANSACTIONS IN A COMMODITY POOL. ALTHOUGH NFA HAS JURISDICTION OVER BREVAN HOWARD CAPITAL MANAGEMENT LP AND ITS COMMODITY POOL, INVESTORS SHOULD BE AWARE THAT NFA DOES NOT HAVE REGULATORY OVERSIGHT AUTHORITY FOR UNDERLYING OR SPOT MARKET VIRTUAL CURRENCY PRODUCTS OR TRANSACTIONS OR VIRTUAL CURRENCY EXCHANGES, CUSTODIANS OR MARKETS. INVESTORS SHOULD ALSO BE AWARE THAT GIVEN CERTAIN MATERIAL CHARACTERISTICS OF THESE PRODUCTS, INCLUDING LACK OF A CENTRALIZED PRICING SOURCE AND THE OPAQUE NATURE OF THE VIRTUAL CURRENCY MARKET, THERE CURRENTLY IS NO SOUND OR ACCEPTABLE PRACTICE FOR NFA TO ADEQUATELY VERIFY THE OWNERSHIP AND CONTROL OF A VIRTUAL CURRENCY OR THE VALUATION ATTRIBUTED TO A VIRTUAL CURRENCY BY BREVAN HOWARD CAPITAL MANAGEMENT LP.

J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) ("JPMC"), is authorised in the United Kingdom by the Prudential Regulatory Authority ("PRA") and regulated in the United Kingdom by the FCA and the PRA.

JPMC is acting exclusively for the Company and for no one else in connection with the Issuance Programme and any other arrangements referred to in this Supplementary Prospectus and will not regard any other person as a client in relation thereto. JPMC will not be responsible to anyone other than the Company for providing the protections afforded to clients of JPMC or its Affiliates, nor for providing advice in relation to the Issuance Programme or any matters referred to herein.

JPMC does not accept any responsibility whatsoever for the contents of this Supplementary Prospectus. JPMC does not make any representation or warranty, express or implied, for the contents of this Supplementary Prospectus including its accuracy, completeness or verification or for any other statement made or purported to be made by JPMC or its Affiliates or on their behalf in connection with the Company, the Issuance Programme, the contents of this Supplementary Prospectus, or any transaction or arrangement referred to in this Supplementary Prospectus. JPMC and its Affiliates accordingly disclaim to the fullest extent permitted by law all and any liability, whether arising in tort or contract or otherwise (save as referred to above), which it or they might otherwise have in respect of this Supplementary Prospectus or any such statement. Nothing in this paragraph shall serve to limit or exclude any of the responsibilities and liabilities, if any, which may be imposed on JPMC by FSMA or the regulatory regime established thereunder.

If you are in any doubt about the contents of this Supplementary Prospectus you should consult your accountant, legal or professional adviser or financial adviser.

1. PURPOSE OF SUPPLEMENTARY PROSPECTUS

This document constitutes a Supplementary Prospectus required under Prospectus Regulation Rules 3.4.1 and 3.4.2 and is being published to note two significant new factors relating to the information included in the Prospectus. This Supplementary Prospectus is being published in relation to the Issuance Programme.

This Supplementary Prospectus is supplemental to the Prospectus and has been approved for publication by the FCA.

2022 Annual Report

On 29 March 2023, the Company published its annual report and audited consolidated financial statements as at and for the year ended 31 December 2022 (together with the related notes thereto, the "2022 Annual Report") which constitutes a significant new factor relating to financial information of the Company contained in the Prospectus.

A copy of the 2022 Annual Report has been filed with the Financial Conduct Authority and, by virtue of this Supplementary Prospectus, the relevant parts of the 2022 Annual Report are incorporated in, and forms part of, the Prospectus.

2022 Master Fund Financial Statements

On 24 March 2023, the Master Fund published its audited consolidated financial statements as at and for the financial year ended 31 December 2022 (together with the related notes thereto, the "2022 Master Fund Financial Statements") which constitutes a significant new factor relating to financial information of the Master Fund contained in the Prospectus.

A copy of the 2022 Master Fund Financial Statements have been filed with the Financial Conduct Authority and, by virtue of this Supplementary Prospectus, the relevant parts of the Master Fund Financial Statements are incorporated in, and form part of, the Prospectus.

2. FINANCIAL INFORMATION OF THE COMPANY

2.1 Annual report for the financial year ended 31 December 2022

The 2022 Annual Report has been prepared in US dollars and has been prepared in accordance with the Companies (Guernsey) Law, 2008, US Generally Accepted Accounting Principles ("US GAAP"), the Disclosure Guidance and Transparency Rules and the Listing Rules. The Company's auditor, KPMG Channel Islands Limited, has given an unqualified opinion that the financial statements contained in the 2022 Annual Report give a true and fair view of the financial position of the Company as at 31 December 2022, and of its financial performance and its cash flows for the year then ended; are prepared in accordance with US GAAP; and comply with the Companies (Guernsey) Law, 2008.

The parts of the 2022 Annual Report, which has been published, referenced in this Supplementary Prospectus, shall be deemed to be incorporated in, and form part of, this Supplementary Prospectus. The parts of the 2022 Annual Report not referenced in this document are either not relevant for the investor or are covered elsewhere in the Prospectus, as amended and supplemented by this Supplementary Prospectus.

A copy of the 2022 Annual Report is available for inspection on the Company's website (www.bhmacro.com/wp-content/www.bhmacro.com/wp-content/ uploads/2023/03/BHM-Annual-Report-2022.pdf. Unless it has been incorporated by reference into this document, neither the information on the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into, or forms part of this document, or has been approved by the FCA.

2.2 2022 Annual Report

Historical financial Information

The published annual report and audited financial statements of the Company as at and for the year ended 31 December 2022 have been incorporated by reference into this document to the extent set out below and include, on the pages specified below, the following information:

Reference	Information incorporated by reference	Page number(s)
2022 Annual Report	Independent Auditors' Report	29-33
2022 Annual Report	Audited Statement of Assets and Liabilities	34
2022 Annual Report	Audited Statement of Operations	35
2022 Annual Report	Audited Statement of Changes in Net Assets	36
2022 Annual Report	Audited Statement of Cash Flows	37
2022 Annual Report	Notes to the Audited Financial Statements	38-50

Selected financial and other information

The following tables present selected financial and other information of the Company as at and for the year ended 31 December 2022. Investors should read the whole of such reports and not rely solely on the summarised information set out below:

Statement of Assets and Liabilities

	31 December 2022 US\$'000
Assets Investment in the Master Fund	1,628,766
Master Fund redemption proceeds receivable	70,411
Master Fund subscription paid in advance	
Prepaid expenses	43
Cash and bank balances denominated in Sterling	7,271
Cash and bank balances denominated in US Dollars	639
Combination costs receivable	_
Total assets	1,707,130
Liebilities	
<u>Liabilities</u> Performance fees payable	62,261
Management fees payable	4,224
Accrued expenses and other liabilities	117
Directors' fees payable	14
Administration fees payable	66
Total liabilities	66,682
Net assets	1,640,448
Number of Sterling Shares in issue	30,156,454
Number of US Dollar Shares in issue	2,858,135
NAV per Sterling Share	£41.81
NAV per US Dollar Share	US\$43.28

Statement of Operations

Net investment loss allocated from the Master Fund Interest income Dividend and other income (net of withholding tax: US\$127,840) Expenses Net investment loss allocated from the Master Fund	Year ended 31 December 2022 US\$'000 14,309 6,166 (24,561) (4,086)
Company income Fixed deposit income Foreign exchange gains	32 —
Total Company income	32
Company expenses Performance fees Management fees Other expenses Directors' fees Administration fees Foreign exchange losses	63,844 23,776 1,063 366 241 149,089
Total Company expenses	238,379 ————
Net investment loss	(242,433)
Net realised and unrealised gain on investments allocated from the Master Fund Net realised gain on investments Net unrealised gain on investments Net realised and unrealised gain on investments allocated from the Master Fund Net increase in net assets resulting from operations	118,371 236,140 354,511 112,078

Statement of Changes in Net Assets

Net increase in net assets resulting from operations Net investment loss Net realised gain on investments allocated from the Master Fund Net unrealised gain on investments allocated from the Master Fund	Year ended 31 December 2022 US\$'000 (242,433) 118,371 236,140
	112,078
Share capital transactions Proceeds on issue of Sterling Shares from treasury Proceeds on issue of US Dollar Shares from treasury Issue of new shares from the combination with BH Global Limited (in voluntary winding up)	Ξ
Sterling Shares US Dollar Shares	_
Issue of New Shares	040.007
Sterling Shares US Dollar Shares	218,027 12,615
Tender Offer Sterling Shares US Dollar Shares	
Total share capital transactions	230,642
Net increase in net assets	342,720
Net assets at beginning of year	1,297,728
Net assets at end of year	1,640,448

	Year ended 31 December 2022 US\$'000
Cash flows from operating activities	
Net increase in net assets resulting from operations	112,078
Adjustments to reconcile net increase in net assets resulting from operations to net cash	
provided by operating activities:	
Net investment loss allocated from the Master Fund	4,086
Net realised gain on investments allocated from the Master Fund	(118,371)
Net unrealised (gain)/loss on investments allocated from the Master Fund	(236,140)
Purchase of investment in the Master Fund	(221,798)
Increase in Master Fund redemption proceeds receivable	_
Proceeds from sale of investment in the Master Fund	11,008
Increase in Master Fund subscription paid in advance	_
Foreign exchange (gains)/losses	149,089
Decrease/(increase) in prepaid expenses	251
Increase in performance fees payable	56,056
Increase in management fees payable	972
Increase/(decrease) in accrued expenses and other liabilities	(137)
Increase in Directors' fees payable	` 14 [′]
Decrease/(increase) in combination fees receivable	1,749
Increase/(decrease) in administration fees payable	15
Net cash used in operating activities	(241,128)
Cash flows from financing activities	
Purchase of own shares into treasury	_
Proceeds from share issue	230,642
Net cash generated from financing activities	230,642
The sach generales non-manong sources	
Change in cash	(10,486)
Cash, beginning of the year	16,430
Effect of exchange rate fluctuations	1,966
Cash, end of the year	7,910
Cash, end of the year	
Cash and bank balances denominated in Sterling	7,271
Cash and bank balances denominated in US Dollars	639
	7,910
Cash and bank balances in Sterling	6,045

Operating and financial review

The 2022 Annual Report included a description of changes in the Company's (and the Master Fund's) financial condition (in both capital and revenue terms) and details of the Company's (and the Master Fund's) investment portfolio and performance for those periods in the sections and on the pages specified in the following table.

	2022 Annual
	Report
Chair's statement	1
Strategic report	7-10
Manager's report	26-28

2.3 No significant change

Save as disclosed below, there has been no significant change in the Company's financial position since 31 December 2022, being the end of the last financial period for which the Company has published audited financial information.

	Final NAV per	Final NAV per
	Share as at	Share as at
	28 February	31 December
	2023	2022
Sterling Shares	£4.22	£41.81
US Dollar shares	US\$4.37	US\$43.28

On 7 February 2023, pursuant to a special resolution passed by Shareholders at an extraordinary general meeting of the Company held on 6 February 2023, each then existing Share was subdivided into ten Shares of the same currency class, each such Share as sub-divided having the same rights and being subject to the same restrictions as the then existing Shares of the same currency class in the capital of the Company as set out in the Articles.

3. SUPPLEMENTS TO THE SUMMARY

As a result of the publication of the 2022 Annual Report, the Summary of the Prospectus is hereby supplemented as follows:

b.	What is the key financial information regarding the issuer?	
i.	Selected historical financial information	
I.	Selected historical financial information	31 December 2022
	Statement of assets and liabilities information	US\$'000
	Total assets	1,707,130
	Total liabilities	(66,682)
	Net assets	1,640,448
	Number of Sterling Shares in issue	30,156,454
	Number of US Dollar Shares in issue	2,858,135
	NAV per Sterling Share	£41.81
	NAV per US Dollar Share	US\$43.28
		Year ended
		31 December 2022
	Statement of operations information	US\$'000
	Net investment loss allocated from the Master Fund	(4,086)
	Total Company income	32
	Performance fees	63,844
	Management fees	23,776
	Other expenses	1,063
	Directors' fees	366
	Administration fees	241
	Foreign exchange losses	149,089
	Total Company expenses	238,379
	Net investment loss	(242,433)
	Net realised gain on investments Net unrealised gain on investments	118,371 236,140
	Net realised and unrealised gain on investments allocated from the	*
	Fund	354,511
	Net increase in net assets resulting from operations	112,078
iii.	Audit reports on the historical financial information	,
	There are no qualifications to KPMG Channel Islands Limited's audit rep financial information of the Company for the year ended 31 December 20	

C.	Closed-ended funds			
	The data set out in the table below is as at the date of the latest published unaudited net asset value, being 28 February 2023.			
	Share Class	Total NAV	Number of Shares in issue	NAV per Share
	Sterling Shares	£1,579,317,909.00	374,245,950	422p
	US Dollar Shares	US\$126,614,719.40	28,973,620	US\$4.37
	Total	_	403,219,570	
	As at 6 April 2023 (which is the latest practicable date prior to the date of this document), the Estimated NAV per Sterling Share was 405 pence and Estimated NAV per US Dollar Share was US\$4.21.			

4. FINANCIAL INFORMATION OF THE MASTER FUND

4.1 Annual financial statements for the financial year ended 31 December 2022

The 2022 Master Fund Financial Statements have been prepared in US dollars and have been prepared in accordance with the laws of the Cayman Islands and US GAAP. The Master Fund's auditor, KPMG, has given an unqualified opinion that the financial statements contained in the 2022 Master Fund Financial Statements present fairly, in all material respects, the financial position of the Master Fund as of December 31, 2022, and the results of its operations, changes in its net assets, and its cash flows for the year then ended in accordance with US GAAP

The parts of the 2022 Master Fund Financial Statements, which have been published, referenced in this Supplementary Prospectus, shall be deemed to be incorporated in, and form part of, this Supplementary Prospectus. The parts of the 2022 Master Fund Financial Statements not referenced in this document are either not relevant for the investor or are covered elsewhere in the Prospectus, as amended and supplemented by this Supplementary Prospectus.

A copy of the 2022 Master Fund Financial Statements is available for inspection on the Company's website (www.bhmacro.com) at the following website address: https://www.bhmacro.com/wp-content/uploads/2023/03/BHMF-Annual-Report-2022.pdf. Unless it has been incorporated by reference into this document, neither the information on the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into, or forms part of this document, or has been approved by the FCA.

4.2 2022 Master Fund Financial Statements

Historical financial Information

The published annual report and audited financial statements of the Master Fund as at and for the year ended 31 December 2022 have been incorporated by reference into this document to the extent set out below and include, on the pages specified below, the following information:

		Page
Reference	Information incorporated by reference	number(s)
2022 Master Fund Financial Statements	Independent Auditors' Report	1-2
2022 Master Fund Financial Statements	Statement of Assets and Liabilities	3
2022 Master Fund Financial Statements	Condensed Schedule of Investments	4-13
2022 Master Fund Financial Statements	Statement of Operations	14
2022 Master Fund Financial Statements	Statement of Changes in Net Assets	15
2022 Master Fund Financial Statements	Statement of Cash Flows	16
2022 Master Fund Financial Statements	Notes to the Consolidated Financial	17-47
	Statements	

Related party transactions

The 2022 Master Fund Financial Statements include a description of the related party transactions involving the Master Fund for the relevant period in the sections and on the pages specified in the following table:

Page number(s)

Notes to the Consolidated Financial Statements

4.3 No significant change

There has been no significant change in the Master Fund's financial position since 31 December 2022, being the end of the last financial period for which the Master Fund has published audited financial information.

5. WITHDRAWAL RIGHTS

In accordance with Article 23(2) of the UK Prospectus Regulation and Prospectus Regulation Rule 3.4.1, investors who have agreed before this Supplementary Prospectus is published to purchase or subscribe for Shares the allotment of which has not become fully unconditional have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplementary Prospectus was published, to withdraw their agreement. There is no offer to the public being made pursuant to the Prospectus that has not become fully unconditional as at the date of this Supplementary Prospectus. As such, the withdrawal rights pursuant to Article 23(2) of the UK Prospectus Regulation and Prospectus Regulation Rule 3.4.1 are not applicable in the context of this Supplementary Prospectus.

6. RESPONSIBILITY

- 6.1 The Company and each of the Directors, whose names appear below, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and this Supplementary Prospectus does not omit anything likely to affect the import of such information.
- 6.2 The Directors of the Company are:

Richard Horlick (Chair)
Caroline Chan
Julia Chapman
Bronwyn Curtis OBE
John Le Poidevin
Claire Whittet

6.3 The registered office of the Company is at:

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

7. DOCUMENTS AVAILABLE FOR INSPECTION

- 7.1 Copies of the Prospectus and this Supplementary Prospectus will be available for inspection at the Company's website (www.bhmacro.com) from the date of this document and while the Prospectus remains valid.
- 7.2 A copy of this Supplementary Prospectus has been submitted to the National Storage Mechanism and is available for inspection at https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

8. ADDITIONAL INFORMATION

8.1 Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

8.2 To the extent that there is any inconsistency between any statement in or incorporated by reference in the Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus, the statements in or incorporated by reference in this Supplementary Prospectus will prevail.

18 April 2023