

**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 otherwise transferred all of your shares in BH Macro Limited please send this Circular 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.

Notices of Class Closure Meetings in respect of US Dollar and Sterling Share classes of the Company to be held on 18 February 2025 from 9.00 a.m. at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited are set out at the end of this Circular.

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## **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)*

### **Class Closure Meetings to consider Class Closure Resolutions**

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Shareholders are requested to return the Form(s) of Proxy accompanying this Circular for use at the relevant Class Closure Meeting. To be valid, the Form(s) of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by Computershare Investor Services (Guernsey) Limited c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 9.00 a.m. on 14 February 2025 for the US Dollar Shares, and 9.15 a.m. on 14 February 2025 for the Sterling Shares. The Form(s) of Proxy may also be sent to Computershare Investor Services (Guernsey) Limited 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 each Class Closure Meeting in respect of each class of shares that you own.

**Your attention is drawn to the letter from the Chair of BH Macro Limited which is set out in Part 1 of this Circular and which recommends that you vote AGAINST the Class Closure Resolution(s). Your attention is also drawn to the section entitled “Action to be Taken” on the following page of this Circular.**

Certain terms used in this Circular are defined in Part 4 of this Circular.

Any estimated results, performance or achievements contained in this Circular may materially differ from actual results, performance or achievements. Except as required by applicable law, the Company and the Manager expressly disclaim any obligations to update or revise such estimates to reflect any change in expectations, new information, subsequent events or otherwise. PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS.

## **ACTION TO BE TAKEN**

Accompanying this Circular is a Form of Proxy for the Class Closure Meeting for each class of Shares in the Company that you hold.

**YOU SHOULD READ THE WHOLE OF THIS CIRCULAR, AND NOT JUST THIS SECTION, WHEN DECIDING WHAT ACTION TO TAKE.**

### **To vote on the Class Closure Resolutions**

Complete and return the Form of Proxy with the blue band for the Class Closure Meeting of the US Dollar Shares to the Registrar, 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 9.00 a.m. on 14 February 2025 and/or attend and vote at the meeting on 18 February 2025.

Complete and return the Form of Proxy with the purple band for the Class Closure Meeting of the Sterling Shares to the Registrar, 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 9.15 a.m. on 14 February 2025 and/or attend and vote at the meeting on 18 February 2025.

The Form(s) of Proxy may also be sent to Computershare Investor Services (Guernsey) Limited by email at [externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk).

Full details of the action to be taken are set out in this Circular and in the instructions on the respective forms.

If you have any queries in relation to your shareholding(s), please contact the Registrar by telephone on +44 (0)370 707 4040.

The Registrar can only provide information regarding the completion of the Forms of Proxy and cannot provide you with investment or tax advice.

## EXPECTED TIMETABLE

|  |                               |
|--|-------------------------------|
| Latest time and date for receipt of Forms of Proxy for the US Dollar Class Closure Meeting | 9.00 a.m. on 14 February 2025 |
| Latest time and date for receipt of Forms of Proxy for the Sterling Class Closure Meeting  | 9.15 a.m. on 14 February 2025 |
| US Dollar Class Closure Meeting  | 9.00 a.m. on 18 February 2025 |
| Sterling Class Closure Meeting   | 9.15 a.m. on 18 February 2025 |

*All references are to Guernsey time.*

In the event that one or more Class Closure Resolutions are passed, the Company will send holders of the relevant class(es) of shares a further communication regarding the options available to those Shareholders, expected to be sent on or around 28 February 2025.

## PART 1

### Letter from the Chair 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)*

*Directors:*

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

*Registered office:*

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

29 January 2025

### Class Closure Meetings to Consider Class Closure Resolutions

Dear Shareholder,

#### Introduction

The Company announced on 28 January 2025 that the Class Closure Resolution procedure contained in the Company's Articles of Incorporation has been triggered in respect of the year ended 31 December 2024 for both classes of the Company's Shares. This is because the average daily closing market price of both classes of Shares during 2024 was eight per cent. or more below the average NAV per Share of the relevant class, based on the average of the NAV per Share for that class at each of the twelve month-end NAV Calculation Dates occurring in 2024.

The Directors are now required to convene a Class Closure Meeting for both classes of Shares, at which a Class Closure Resolution will be proposed. The Class Closure Resolution process is a part of the Company's discount management measures, which also includes the Company's ability to make market purchases of its securities on an on-going basis and to offer Shareholders the ability to participate in partial capital returns in respect of the Company's NAV growth.

This Circular contains notices convening a Class Closure Meeting for both classes of the Company's Shares to consider a Class Closure Resolution, together with an explanation of the business to be considered at both meetings, and sets out the consequences of the Class Closure Resolutions being approved or rejected.

If passed by the Shareholders of the relevant class, the Class Closure Resolution requires the Company to make the following options (the "**Class Closure Options**") available to those Shareholders in respect of their holdings of shares of that class:

- (a) to offer all or some of their Shares for redemption by the Company;
- (b) to convert all or some of their Shares into Shares of the other class of Shares; or
- (c) to remain in the class, subject as described further below.

Alternatively, if holders of both classes of the Company's Shares approve a Class Closure Resolution, the Company is required to put in place measures for its winding-up instead of offering the Class Closure Options to Shareholders.

If a Class Closure Resolution is rejected, no further action is required to be taken in respect of the relevant class of Shares. Depending on the share price performance of the relevant class compared to its NAV, the earliest that another class closure resolution may be required to be proposed under the Articles in relation to that class would be in not less than twelve months' time in 2026.

## The Company's performance and outlook

As a direct feeder into Brevan Howard's flagship Brevan Howard Master Fund Limited (the "**Master Fund**"), investors in the Company have access to the skills and experience of the Manager, Brevan Howard Capital Management LP, one of the world's leading global macro absolute investment managers, with assets under management of over US\$35 billion as of 31 December 2024. Established in 2002, the Brevan Howard group has over 1000 staff, of which over 155 are in the investment team, employed in 8 global locations.

The Company is currently the only publicly traded vehicle through which investors can access the Master Fund, and (through this exposure) the investment expertise and proprietary trading and risk management infrastructure of Brevan Howard.

As at 27 January 2025, being the latest practicable date prior to publication of this Circular, the estimated<sup>1</sup> Net Asset Values of the Sterling and US Dollar Share classes were 435p and US\$4.48 respectively, with the Shares trading at discounts to NAV of 6.57 per cent. and 4.39 per cent. respectively.

As at 31 December 2024, the total NAV growth of each Share class since launch of the Company was 335.16 per cent. in the Sterling Share class and 348.54 per cent. in the US Dollar Share class, representing a 8.61 per cent. annualised NAV return in the Sterling Share class and 8.13 per cent. annualised NAV return in the US Dollar Share class. These NAV returns have been generated with an annualised volatility<sup>2</sup> of 8.13 per cent. and a Sharpe ratio<sup>3</sup> of 0.86 per cent.

The Company returned a total of approximately £115,985,964 to Shareholders during the year from 1 January 2024 to 31 December 2024 by way of market share repurchases.

Part 3 of this Circular includes a letter from the Manager setting out its support for the Company and further information provided by the Manager regarding the past and comparative performance of the Company.

Both the Board and the Manager believe that the Company continues to fulfil its purpose.

The Board considers that it is in the best interests of Shareholders as a whole that the Company continues with its investment objective and policy. Therefore, on the basis that the passing of Class Closure Resolutions by both classes of the Company's Shares would lead to the winding-up of the Company, this Circular includes a recommendation from your Board to vote **AGAINST** both Class Closure Resolutions.

## Discount control measures

### *Share repurchases*

The Board is committed to the principle of discount control and taking appropriate steps based on prevailing market conditions to manage the discount to NAV. This will continue to be a priority for the Board over the coming twelve months.

Measures available to the Board include the making of market purchases by the Company of its Shares, within the terms of the authority granted by Shareholders.

Since 7 December 2023, the Company has implemented a Share buy back programme pursuant to which 33,244,410 Sterling Shares have been purchased in the market by the Company. The Share buy back programme has contributed to a significant narrowing of the discount at which the Company's Sterling Shares have traded during the period from December 2023 to 31 December 2024 from 12.73 per cent. to 6.71 per cent.<sup>4</sup> All Share buy backs have been, and will continue to be, funded by specific cash allocated to them through the redemption of shares held by the Company in the Master Fund and there has therefore been no impact on the cash available to cover the Company's central operating costs.

<sup>1</sup> Latest estimated NAVs published on 21 January 2025 (data as at 17 January 2025).

<sup>2</sup> Annualised volatility is calculated using the weekly NAV returns of BH Macro Limited Sterling Shares from its launch to 31 December 2024 (NAV data for 31 December 2024 is estimated (published 6 January 2025)). Source: Brevan Howard Capital Management LP.

<sup>3</sup> Sharpe ratio is calculated by using annualised excess weekly NAV return of the Sterling Shares (over US Federal Funds target rate) divided by the annualised standard deviation of excess returns, since launch, to 31 December 2024 (NAV data for 31 December 2024 is estimated (published 6 January 2025)). Source: Brevan Howard Capital Management LP.

<sup>4</sup> Based on estimated NAV data for 31 December 2024 (published 6 January 2025).

The Board intends that the Company should continue to pursue opportunities to make market purchases of its Shares to assist in discount management. Purchases by the Company of its own Shares may continue during the period prior to, and after, the Class Closure Meetings that will consider the Class Closure Resolutions and, if relevant, during the implementation of the Class Closure Options.

The Board retains the utmost confidence in the Manager and the strategy of the Master Fund, both of which the Board continues to monitor closely.

### ***Annual Redemption Offer***

The Articles provide the Directors with the discretion, once in every calendar year, to determine that the Company makes an offer of a partial return of capital by offering to redeem such number of Shares in issue as they determine, provided that the maximum amount distributed does not exceed 100 per cent. of the increase in NAV of the Company in the prior calendar year (the “**Annual Redemption Offer**”). The Directors have discretion to determine the particular class or classes of Shares in respect of which an Annual Redemption Offer would be made, the timetable for that Annual Redemption Offer and the price at which the Shares of the relevant class or classes are redeemed.

The decision to make an Annual Redemption Offer in any particular year and the amount of the return depend, among other things, on prevailing market conditions, the ability of the Company to liquidate its investments to fund the capital return, the success of prior capital returns and applicable legal, regulatory and tax considerations.

The Company is entitled to redeem upon three months’ notice no more than once per year a portion of its interest in the Master Fund representing up to 10 per cent. of each class of the Company’s holding of Master Fund shares as at the date of the relevant redemption request in connection with any Annual Redemption Offer approved by the Directors.

### **Fee relating to certain share redemptions and repurchases**

Under the Management Agreement, if, in any calendar year, the Company makes repurchases or redemptions of any class of its Shares above a number equal to five per cent. of the Shares of the relevant class in issue as at 31 December in the prior year (the “**Annual Buy Back Allowance**”) the Company is required to pay the Manager an additional fee equal to two per cent. of the price paid by the Company to repurchase or redeem those additional Shares (the “**Excess Annual Buy Back Fee**”). These arrangements continue to apply in respect of any Shares which are repurchased or redeemed by the Company in excess of the Annual Buy Back Allowance in any year, including by way of market purchases, tender offer, Annual Redemption Offer or following the passing of a class closure resolution in respect of one class of Shares.

### **Consequences of approval of a Class Closure Resolution**

If only one (and not both) of the Class Closure Resolutions were to be passed, the Company would be required by the Articles to offer to holders of the relevant class of Shares the ability to elect for the following Class Closure Options:

- (i) to have their Shares:
  - (A) redeemed at the prevailing NAV per Share less an amount in respect of the costs attributable to the redemption and otherwise attributable to the relevant class; or
  - (B) converted into the Company’s other class of Shares; or
- (ii) to retain their Shares (subject to the Company retaining the ability otherwise to redeem or convert those Shares).

If only one Class Closure Resolution were passed, the Company would finance any redemption of Shares of the relevant class by redeeming shares in the Master Fund of the same currency held by the Company, which redemption would be required to be on 12 months’ notice. Timing of payment to Shareholders of the relevant class would depend on timing of receipt by the Company of the entire amount of the corresponding redemption proceeds from the Master Fund.

If a Class Closure Resolution is not approved by the holders of a relevant class of Shares, no further action shall be taken in respect of the possible closing of that class unless and until the circumstances which give rise to an obligation to propose a class closure resolution arise again.

The Directors' act of convening a Class Closure Meeting for a class of Shares in relation to which a Class Closure Resolution has not been approved shall have the effect of suspending with immediate effect any measures then being taken to implement any Class Closure Resolution that has been passed in respect of any other class of Shares then outstanding, pending the outcome of such meeting.

If one (but not both) of the Class Closure Resolutions were to be passed on 18 February 2025, a notice of election will be sent to Shareholders of the relevant class(es) to elect for each Class Closure Option. It is expected that Shareholders of the relevant class would be sent these notices of election around 28 February 2025 and would be required to respond by around 21 March 2025. The date of the notice of election may be delayed if any Class Closure Meeting is adjourned. Shareholders who do not return the notice of election with their relevant choice indicated or who do not make an election in respect of all of their Shares by that date will be deemed to have elected to remain in the relevant class, in respect of all of their Shares or the Shares in respect of which they have not made an election, as the case may be.

Elections made by Shareholders in respect of a specific Class Closure Option will be irrevocable once made. Shareholders who elect to redeem their Shares will not be able to trade those Shares once they have been tendered for redemption. Shareholders who elect to convert their Shares into Shares of the other class would not be able to trade those Shares in the period prior to completion of the conversion process.

In assessing the Class Closure Options, Shareholders should note the following points and read the risk factors contained in Part 2 of this Circular:

- The price at which Shares would be redeemed pursuant to option (A) above is required by the Articles to be calculated on the basis of the NAV for the relevant class of Shares as at a specific date, which will be the date on which the relevant proportion of the Company's investments in the Master Fund are redeemed to fund the payment of the redemption price. The Company's investment in the Master Fund requires twelve months' notice of redemption. Notices of redemption would be given in respect of the appropriate portion of the Company's investment in the Master Fund once the number of Shares to be redeemed pursuant to the Class Closure Options is known, most probably in late March 2025. This means that the redemption of the relevant portion of the Company's investment in the Master Fund would be expected to take place in March 2026, at which time the redemption price for the Company's Shares would be calculated, with the proceeds of redemption expected to be paid to redeeming Shareholders no later than May 2026. Accordingly, Shareholders will not know the price at which their Shares would be redeemed, or receive the proceeds of redemption, for a considerable period of time after passing of the Class Closure Resolution.
- The Manager would be entitled to all fees due from the Company under the Management Agreement in respect of Shares tendered for redemption until the effective date of the redemption of the appropriate portion of the Company's investment in the Master Fund required to fund the redemption of such Shares, which will be at least 12 months after the number of Shares to be redeemed pursuant to the Class Closure Options is known and notices of redemption are served by the Company.
- In determining the price at which the relevant Shares would be redeemed, the Articles require that the Company deducts from the applicable NAV figure a fractional amount of the costs and expenses incurred by the Company in relation to or arising from convening the Class Closure Meeting for the relevant class of Shares (including any Excess Annual Buy Back Fee payable by the Company in respect of the redemption of such Shares) so that those costs are effectively borne by the Shares that are being redeemed. This means that the redemption price received by redeeming Shareholders will be less than the applicable NAV per Share figure.
- Shareholders who decide to remain in the relevant class of Shares should note that if the remaining number of Shares of the relevant class was insufficiently large or not widely enough held to justify its continuation, the Company may (at its option) convert those Shares into

Shares of the continuing class in accordance with the Articles. Alternatively, the Company may (at its option) choose to redeem any remaining Shares of the relevant class at the same price and on the same terms as the Shares that are being redeemed pursuant to option (A) above.

**If only one (and not both) Class Closure Resolutions is passed, the Directors will make no recommendation to Shareholders as to how they should elect in respect of their holdings of the relevant class of Shares. Whether Shareholders decide to redeem, convert or retain their Shares will depend, among other things, on their view of the Company's prospects and their own individual circumstances, including their tax position. In such case, Shareholders who are in any doubt as to the action they should take should consult an appropriate independent professional adviser.**

### **Winding up**

If holders of both classes of the Company's Shares were to pass Class Closure Resolutions, instead of Shareholders being presented with the Class Closure Options, the Company would, pursuant to Article 50.6 of the Articles, be deemed to have passed a special resolution that the Company should be wound up voluntarily in accordance with the Companies Law. The Board would, in accordance with the Articles, be required to take all necessary steps to effect such resolution. These include calling a subsequent extraordinary general meeting of the Company to put resolutions to Shareholders to appoint a liquidator and to fix the terms of appointment for the liquidator.

Once a liquidator had been appointed, the powers of the Directors would cease (unless otherwise sanctioned by the Shareholders or the liquidator) and the liquidator would assume responsibility for the liquidation of the Company and realise the Company's assets and discharge the Company's liabilities and, after having done so, distribute any surplus amongst the Shareholders according to their respective entitlements. There can be no certainty as to the timeframe that a liquidation of the Company would take to complete nor the amounts that would be distributed to Shareholders in connection with such a liquidation, although it would most probably be longer than the time period described above for the redemption of Shares tendered for redemption pursuant to the Class Closure Options.

If both classes of Shares were to vote in favour of the Class Closure Resolutions, the Management Agreement would automatically terminate on the date that is 12 months following the date of the passing of such Class Closure Resolutions.

The Manager would be entitled to all fees due to the Manager under the Management Agreement until its termination date, which would be the effective date of the redemption of the Company's investment in the Master Fund in the event that the notice period for termination of the Management Agreement expires before that date.

### **Limitations on withdrawal rights from the Master Fund**

The Company would be required to provide 12 months' notice of redemption of all or part of its investment in the Master Fund: (i) to fund the redemption price of any Shares tendered for redemption pursuant to the Class Closure Options; or (ii) upon the liquidation of the Company following the passing of both Class Closure Resolutions, meaning that any payment to Shareholders would only be made after such 12 month notice period had expired.

The process for redemption from the Master Fund requires the Company to serve notice of redemption in advance of the relevant Master Fund redemption date, which ordinarily is the last business day of every month, and the proceeds of redemption, which will be calculated by reference to the relevant net asset value(s) of the Master Fund on the relevant redemption date, should ordinarily be received by the Company within one month of that redemption date. This means that the timing between service of a redemption notice and receipt of the proceeds of redemption will ordinarily exceed the notice period by up to two months, depending on the timing of the service of the notice of redemption. In addition, the proceeds to be received by the Company pursuant to the redemption will not be known until after the relevant redemption date and the Company will remain exposed to the performance of the Master Fund in the intervening period.

It should also be noted that any redemption by the Company of all or part of its investment in the Master Fund will also be subject to the terms contained in the constitutional documents of the Master Fund, including the other overriding restrictions on redemptions from the Master Fund. In



particular, if redemption requests are made by the Company which, if aggregated with all other redemption or with withdrawal requests made by other investors in the Master Fund for the same redemption date, would (if all such redemption and withdrawal requests were carried out in full) result in the redemption of Master Fund shares representing more than 10 per cent. (or such higher percentage as the Master Fund directors determine) of the total number of ordinary shares of the Master Fund in issue at that time (or, in respect of the next Master Fund redemption date following the expiry of 365 days after the passing of only one Class Closure Resolution by the Company, 20 per cent. of such ordinary shares) the redemption requests in relation to such Master Fund shares may be deferred rateably and *pro rata* among all investors in the Master Fund making those requests.

The Master Fund directors may reduce the amount of any redemption proceeds to the extent that the Master Fund is required by applicable law or regulation (or agreement with any government division or department) to withhold any amount in respect of those redemption proceeds. No interest will accrue on redemption proceeds pending their payment by the Master Fund.

### **Class Closure Meetings**

The business to be considered at each of the Class Closure Meetings in respect of each of the US Dollar and Sterling Share classes is contained in the notices convening each Class Closure Meeting and contains a Class Closure Resolution, which is a special resolution.

### **Voting**

The quorum for each Class Closure Meeting (other than an adjourned meeting) is two persons holding or representing by proxy at least one-third of the issued Shares of the relevant Share class, excluding any Shares of that class held in treasury.

The Class Closure Resolution to be proposed at each Class Closure Meeting is a special resolution, which requires not less than seventy-five per cent. of the members of that class of Shares 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 seventy-five per cent. of the total voting rights cast on the relevant resolution (excluding any votes that are withheld) to be in favour. Each Class Closure Resolution will be conducted by poll.

### **Action to be taken**

You will find enclosed Form(s) of Proxy for use at the relevant Class Closure Meeting(s). Whether or not you intend to attend the relevant Class Closure Meeting(s), you are urged to complete and return the Forms of Proxy as soon as possible. To be valid, the Form(s) of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 48 business hours before the time of the relevant Class Closure Meeting on 18 February 2025. The Form(s) of Proxy may also be sent to Computershare Investor Services (Guernsey) Limited 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 each Class Closure Meeting for the classes of Shares that you own.

Complete and return the Form of Proxy with the blue band for the Class Closure Meeting of the US Dollar Shares to the Registrar, 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 9.00 a.m. on 14 February 2025 and/or attend and vote at the meeting on 18 February 2025.

Complete and return the Form of Proxy with the purple band for the Class Closure Meeting of the Sterling Shares to the Registrar, 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 9.15 a.m. on 14 February 2025 and/or attend and vote at the meeting on 18 February 2025.

The lodging of a Form of Proxy will not prevent you from attending the relevant Class Closure 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 Registrar by telephone on +44 (0)370 707 4040.

The Registrar can only provide information regarding the completion of the Forms of Proxy and cannot provide you with investment or tax advice.

Each Class Closure Meeting will be quorate only if persons holding at least one-third of the issued Shares of the relevant class are present at the relevant Class Closure Meeting in person or by proxy. If a Class Closure Meeting is adjourned by reason of lack of quorum, the quorum at the adjourned Class Closure Meeting shall be the members of the relevant class present in person or by proxy. Therefore, it is particularly important that you return your Form of Proxy for the relevant Class Closure Meeting(s).

### **Recommendations**

**The Board considers that a vote AGAINST the Class Closure Resolutions, to be proposed at each Class Closure Meeting, is in the best interests of Shareholders as a whole. All Directors intend to vote their own beneficial holdings AGAINST the Class Closure Resolution to be proposed at each Class Closure Meeting.**

**The Board unanimously recommends Shareholders to vote AGAINST the Class Closure Resolution to be proposed at each Class Closure Meeting.**

You are requested to complete and return the applicable enclosed Form(s) of Proxy without delay, whether or not you intend to attend the relevant Class Closure Meeting(s).

Yours faithfully,

Richard Horlick  
*Chair*

## PART 2

### Risk Factors

The decision to vote for or against a Class Closure Resolution is a matter for each individual Shareholder. However, certain risks (which are not intended to be exhaustive) which Shareholders may wish to take into account in considering a Class Closure Resolution are set out below. The Board considers that the risks described below are the material risks related to the Class Closure Resolutions at the date of this Circular. Shareholders should carefully consider the risk factors set out below (and any other factors they might consider relevant) before deciding whether or not to vote in favour or against one or both of the Class Closure Resolutions.

Whilst the Board considers the risks below to be the material risks related to the Class Closure Resolutions as at the date of this Circular, other risks may be applicable to the matters set out in this Circular or a continued holding of Shares in the Company.

The risk factors in this Circular do not constitute legal, tax, investment or other advice and any Shareholder who is in any doubt about the action it should take is recommended to seek immediately suitable advice from an appropriately qualified independent adviser.

- Notwithstanding the Company's redemption and share buy back powers and other discount management provisions, there is no guarantee that the market price of the Shares will fully reflect their underlying Net Asset Value at any time. As with all listed investment company shares, the discount (or premium) to Net Asset Value at which the Shares trade may fluctuate from day to day, depending on factors such as supply and demand, market conditions and general sentiment. The discount to NAV at which Shares of a class currently trade may not reduce, and indeed may increase, whether or not a Class Closure Resolution is passed.
- At the time of voting for or against the relevant Class Closure Resolution, holders of Shares of the relevant class may not be aware of the status of the relevant Class Closure Resolution being voted upon by holders of Shares of the other class. Accordingly, Shareholders will not be able to consider whether Class Closure Resolution with respect to such other class has been passed or not passed in making their determination of whether to vote for or against the relevant Class Closure Resolution.
- Securities laws in certain overseas jurisdictions, in particular the United States, Canada, Australia and Japan, may prevent certain Shareholders from electing to redeem their Shares following the passing of a Class Closure Resolution.
- Redeeming Shareholders will have to wait at least 12 months before receiving the proceeds of redemption given the notice periods to which the Company is subject and other limitations on the Company's rights to withdraw its investment from the Master Fund and the restrictions which may limit the number of Master Fund investors able to redeem their investments on any particular date.
- The redemption of Shares by the Company will be conditional on the Company being satisfied that it will, immediately following those redemptions, satisfy the solvency test prescribed by the Companies Law. There can be no guarantee that the Company will satisfy the statutory solvency test, in which case the redemptions and payment of the proceeds of redemption may be postponed or terminated.
- The proceeds of redemption payable to redeeming Shareholders will be based on the Net Asset Value per Share of the relevant class at a point in the future, less certain expenses, including a portion of any applicable Excess Annual Buy Back Fee in respect of such Shares. There can be no guarantee that the relevant Net Asset Value at such time will be similar to the current Net Asset Value per Share of the relevant class or the Net Asset Value of the relevant class at the time that the relevant Class Closure Resolution was passed, nor that the amount realised by a redeeming Shareholder would be as much as the market price of the relevant class of Shares either currently, at the time of passing the relevant Class Closure Resolution, at the time of redemption or any time in between those dates.
- The tax treatment of amounts received on redemption of Shares by the Company may vary, perhaps significantly, between different types of Shareholders and between Shareholders in different jurisdictions. It is the responsibility of each individual Shareholder to determine what

tax treatment would be applicable to the receipt by that Shareholder of the proceeds of redemption.

- If, following implementation of a Class Closure Resolution, the Board determines that the number of Shares remaining in a class is insufficient for that class to remain viable, the Board may require either that the remaining Shares of that class are compulsorily converted into Shares of the other class or compulsorily redeemed.
- Shareholders of a particular class that do not pass a Class Closure Resolution will not be offered the ability to redeem all or some of their Shares of that class, or (pending reinstatement of the monthly class conversion facility) the ability to convert Shares into the other class.
- If Class Closure Resolutions are passed in respect of both classes of the Company's Shares, the Articles require that the Board takes steps to arrange for the liquidation of the Company. In this case, Shareholders who wish to remain invested in the Company in respect of all or part of their shareholding would not be able to do so.
- If the Company enters into a winding up process, the listing of the Shares of both classes may be suspended (and subsequently cancelled) at which point such Shares will no longer be capable of being traded. The time period upon which such Shareholders may receive any proceeds from the Company may therefore be further elongated as a result of the winding up and the costs of such winding up which such Shareholders may bear may be significant.
- During the period in which all or part of the Master Fund is being realised to effect a winding up of the Company, the Master Fund may not achieve its investment objective.

## PART 3

### Letter from the Manager

Brevan Howard Capital Management Limited  
6<sup>th</sup> Floor  
37 Esplanade  
St Helier  
Jersey JE2 3QA  
Channel Islands

29 January 2025

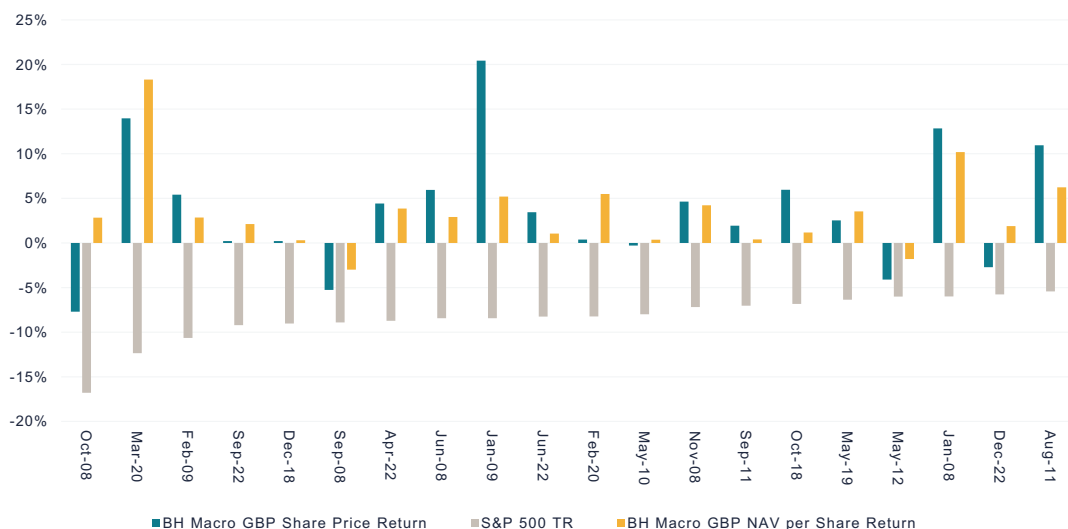
Dear Shareholders,

BH Macro Limited (“**BH Macro**” or the “**Company**”) offers investors unique access to one of the world’s leading hedge funds, Brevan Howard Master Fund Limited (the “**Master Fund**”), which has as its investment objective the generation of consistent long-term appreciation through active leveraged trading and investment on a global basis and has demonstrated its quality over more than two decades.

The Company has a track record of outperforming equity markets and has provided a source of portfolio diversification by delivering strong performance when equity markets have declined on numerous occasions since its launch in 2007. This track record is demonstrated by figures 1 to 3 below.<sup>5</sup> Since the Company’s launch until the end of 2024, the net asset value (“**NAV**”) per share and the share price of the Sterling Share class (the largest share class) and US Dollar Share class have had the following annualised rates of return, information ratios, total returns and annualised volatility.<sup>6</sup>

|                                   | Annualised<br>Return | Information<br>Ratio | Total<br>Return | Annualised<br>Volatility |
|-----------------------------------|----------------------|----------------------|-----------------|--------------------------|
| <b>BH Macro (USD) NAV</b>         | 8.80%                | 1.09                 | 348.54%         | 8.10%                    |
| <b>BH Macro (USD) Share Price</b> | 8.35%                | 0.60                 | 317.00%         | 13.84%                   |
| <b>BH Macro (GBP) NAV</b>         | 8.61%                | 1.06                 | 335.16%         | 8.13%                    |
| <b>BH Macro (GBP) Share Price</b> | 8.17%                | 0.60                 | 304.79%         | 13.60%                   |
| <b>Global Equities</b>            | 7.52%                | 0.46                 | 263.79%         | 16.35%                   |
| <b>FTSE 100 TR</b>                | 5.66%                | 0.42                 | 166.51%         | 13.35%                   |

**Figure 1: Returns Since Inception of BH Macro (14 March 2007), During Each of the 20 Worst Months of the S&P 500 TR.**



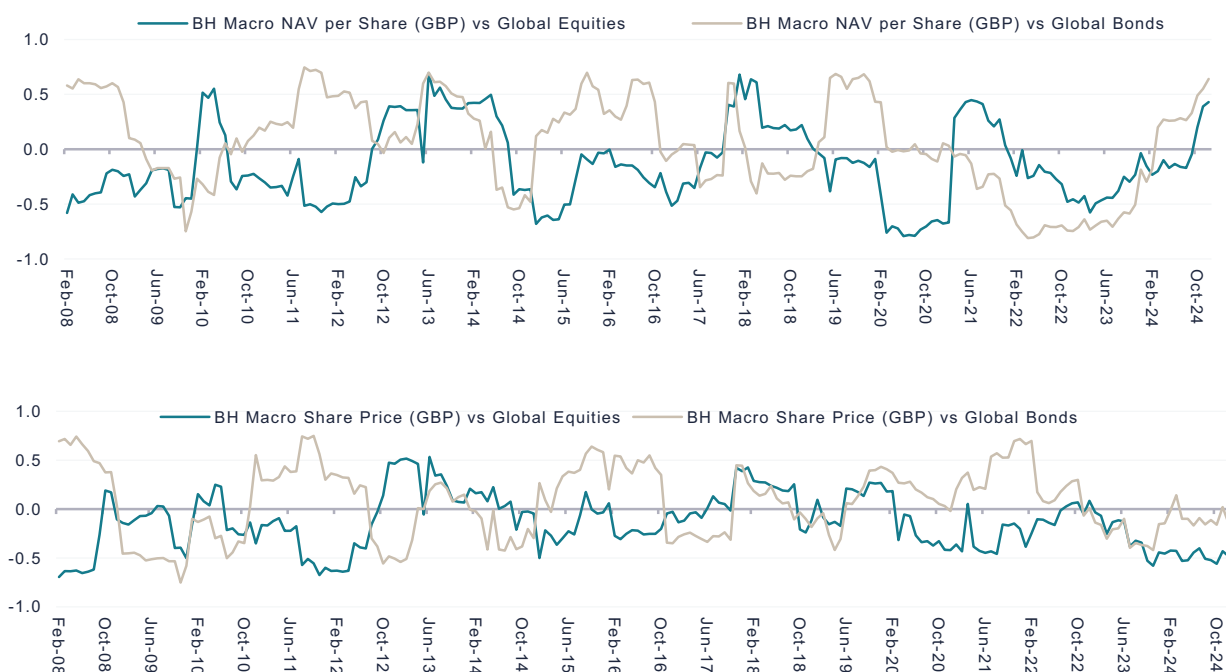
<sup>5</sup> Please also refer to the past and comparative performance information disclaimer set out at the end of this letter.

<sup>6</sup> Please also refer to the past and comparative performance information disclaimer set out at the end of this letter.

**Figure 2: Performance of BH Macro NAV per Share (GBP) and BH Macro Share Price (GBP) versus UK and Global Equity Indices since Inception of BH Macro (14 March 2007) to 31 December 2024 (estimated).**

|   | BH MACRO NAV per Share (GBP)  | BH MACRO Share Price (GBP)     | FTSE 100 TR             | GLOBAL EQUITIES         |
|---|-------------------------------|--------------------------------|-------------------------|-------------------------|
| Annualised Rate of Return                                     | <b>8.61%</b>                  | <b>8.17%</b>                   | 5.66%                   | 7.52%                   |
| Performance Since Inception of BH Macro                       | <b>335.16%</b>                | <b>304.79%</b>                 | 166.51%                 | 263.79%                 |
| Annualised Volatility   | <b>8.13%</b>                  | <b>13.60%</b>                  | 13.35%                  | 16.35%                  |
| Information Ratio (Annualised Return / Annualised Volatility) | <b>1.06</b>                   | <b>0.6</b>                     | 0.42                    | 0.46                    |
| Correlation of BH Macro NAV per Share (GBP) to Indices        | N/A                           | N/A                            | -0.24                   | -0.26                   |
| Beta of BH Macro NAV per Share (GBP) to Indices               | N/A                           | N/A                            | -0.14                   | -0.13                   |
| Biggest Drawdown  | <b>-7.81%</b>                 | <b>-28.89%</b>                 | -39.80%                 | -54.57%                 |
| Performance During Best Month                                 | <b>18.31%</b><br>(31/03/2020) | <b>20.43%</b><br>(30/01/2009)  | 12.69%<br>(30/11/2020)  | 12.36%<br>(30/11/2020)  |
| Performance During Worst Month                                | <b>-4.29%</b><br>(31/03/2023) | <b>-15.13%</b><br>(31/12/2008) | -13.41%<br>(31/03/2020) | -19.79%<br>(31/10/2008) |
| Performance During Best 12 months Rolling                     | <b>42.08%</b><br>(29/02/2008) | <b>50.87%</b><br>(31/12/2009)  | 50.42%<br>(31/03/2010)  | 58.96%<br>(26/02/2010)  |
| Performance During Worst 12 months Rolling                    | <b>-7.66%</b><br>(30/05/2014) | <b>-24.62%</b><br>(31/08/2023) | -32.30%<br>(31/10/2008) | -47.87%<br>(27/02/2009) |

**Figure 3: Low Structural Correlation to Equity or Bond Markets Historically – Rolling One-Year Correlations of Monthly Returns of BH Macro Share Price (GBP) and of BH Macro NAV per Share (GBP) with Global Equities and Global Bonds.**



The Manager's primary focus remains on delivering consistent, high-quality, uncorrelated returns for investors and maintaining a transparent and collaborative dialogue with the board of directors of the Company (the "**Board**"). In that context and in order to support the Board's discount management programme, the Manager agreed to the Board's request last year to increase the annual buyback allowance applicable to the Company's Sterling Shares in 2024.

To achieve its goals for the Master Fund, the Manager is committed to continuously enhancing its infrastructure and expanding its talented team, driving innovation and adapting to evolving market conditions, all while preserving the Master Fund's distinctive characteristics of macro thinking, convexity and robust risk management.

In today's dynamic and complex environment, shaped by political shifts and increased economic volatility, the Manager is optimistic about the opportunity set and remains confident in its ability to navigate these market conditions and deliver strong performance for shareholders.

Yours faithfully,

For and on behalf of Brevan Howard Capital Management Limited in its capacity as sole general partner of Brevan Howard Capital Management LP

## Past and Comparative Performance Information

### IMPORTANT NOTE

The past and comparative performance information contained in the letter has been prepared and provided by the Manager. Underlying data is provided by the Company's administrator, Northern Trust International Fund Administration Services (Guernsey) Limited. In considering the information set out in the letter, shareholders should bear in mind that past performance is not necessarily indicative of future results and that the Company's shares do not necessarily trade at a price equal to the prevailing NAV.

The value of investments can go down as well as up. Investors may not get back the amount originally invested and could, in some circumstances, lose all their investment.

The performance characteristics of the Company described in the letter relate to the NAV and share price performance of the Company's Sterling Shares and US Dollar Shares adjusted from inception to reflect the Share sub-division on 7 February 2023 (whereby each then existing Sterling share was sub-divided into ten sub-divided Sterling Shares and each then existing US Dollar share was sub-divided into ten sub-divided US Dollar Shares). Inception of the Company is as of 14 March 2007.

The NAV data included in this letter is unaudited and net of all fees and expenses payable by the Company. Unless otherwise indicated, data has been provided as at 31 December 2024. Data for December 2024 is estimated. The index data referred to in the letter is as at 31 December 2024.

### APPENDIX OF INDICES

| <b>Index Abbreviation</b> | <b>Index Name</b>   | <b>Index Ticker</b> |
|---------------------------|---|---------------------|
| <b>Global Bonds</b>       | FTSE World Government Bond Index Hedged USD   | SBWGC Index         |
| <b>Global Equities</b>    | Morgan Stanley Capital International All Country World Index Gross Total Return USD Index | M2WD Index          |
| <b>S&amp;P 500 TR</b>     | Standard and Poor's United States 500 Total Return Index                                  | SPXT Index          |
| <b>FTSE 100 TR</b>        | FTSE 100 Total Return Index GBP   | TUKXG Index         |



## PART 4

### Definitions

**“Annual Buy Back Amount”** has the meaning given to that term in Part 1 of this Circular;

**“Articles of Incorporation”** or **“Articles”** means the articles of incorporation of the Company;

**“Board”** or **“Directors”** means the board of directors of the Company;

**“Brevan Howard”** means the Brevan Howard group of affiliated entities;

**“Business Day”** means any day other than a Saturday, Sunday or public holiday in Guernsey and England and Wales;

**“Circular”** means this document;

**“Class Closure Meetings”** means the Class Closure Meetings for both of the US Dollar Share and Sterling Share classes of the Company to be held on 18 February 2025 from 9.00 a.m. (or any adjournment thereof), notices of which are set out at the end of this Circular and “Class Closure Meeting” means any one of them;

**“Class Closure Options”** has the meaning given to that term in Part 1 of this Circular;

**“Class Closure Resolution”** means, in the case of each class of Shares, the resolution proposed in accordance with Article 50 of the Articles of Incorporation and contained in the relevant notice of Class Closure Meeting;

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

**“Company”** means BH Macro Limited;

**“Excess Annual Buy Back Fee”** has the meaning given to that term in Part 1 of this Circular;

**“Form(s) of Proxy”** means the form(s) of proxy accompanying this Circular, for use by Shareholders in connection with each Class Closure Meeting, as the context so requires;

**“Management Agreement”** means the management agreement between the Company and the Manager;

**“Manager”** means Brevan Howard Capital Management LP;

**“Master Fund”** means Brevan Howard Master Fund Limited;

**“NAV”** or **“Net Asset Value”** means the value of the assets of the Company less its liabilities as determined in accordance with the Articles of Incorporation;

**“NAV Calculation Date”** means the last Business Day of each calendar month or such other date or dates as the Board may, in their absolute discretion, determine;

**“Registrar”** means Computershare Investor Services (Guernsey) Limited;

**“Shareholder”** means a holder of Shares;

**“Shares”** means the Sterling Shares and the US Dollar Shares, or either of them, as the context requires;

**“Sterling Class Closure Meeting”** means the meeting of holders of Sterling Shares to be held at 9.15 a.m. on 18 February 2025, notice of which is set out at the end of this Circular;

**“Sterling Shares”** means redeemable ordinary shares of no par value each in the capital of the Company designated as Sterling Shares;

**“US Dollar Class Closure Meeting”** means the meeting of holders of US Dollar Shares to be held at 9.00 a.m. on 18 February 2025, notice of which is set out at the end of this Circular; and

**“US Dollar Shares”** means redeemable ordinary shares of no par value each in the capital of the Company designated as US Dollar Shares.

# BH MACRO LIMITED

(Company No. 46235)

## NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE US DOLLAR SHAREHOLDERS

**NOTICE** is hereby given that a class closure meeting of the holders of the US Dollar Shares of BH Macro Limited (the “**Company**”) will be held as an extraordinary general meeting at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey on 18 February 2025 at 9.00 a.m., to consider and if thought fit, to pass the following resolution which will be proposed as a special resolution:

### SPECIAL RESOLUTION

THAT:

Either:

- (a) the Company shall be required to offer to the holders of the Company’s US Dollar Shares the options set out in Article 50.2 of the Company’s articles of incorporation; or
- (b) in the event that and conditional upon a similar resolution to this resolution being passed by the holders of the Company’s Sterling Shares: (i) the Company be and is wound up voluntarily in accordance with section 391(1)(b) of the Companies (Guernsey) Law of 2008, as amended; and (ii) the Directors of the Company be and are authorised to take any and all necessary steps to effect such winding up, including but not limited to calling an extraordinary general meeting of the Company for the purpose of proposing an ordinary resolution to appoint a liquidator to wind up the Company’s affairs and to realise and distribute its assets, and to fix the liquidator’s remuneration.

By order of the Board

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

Dated 29 January 2025

Notes:

1. To have the right to attend and vote at the class meeting you must hold US Dollar 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 class 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 US Dollar Shares. On a poll, all or any of the rights of the US Dollar 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 the Registrar, 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 9.00 a.m. on 14 February 2025. A Form of Proxy with a blue band for holders of US Dollar Shares accompanies this notice. Subject to any restrictions in place at the time of the class meeting, completion and return of a Form of Proxy will not preclude holders of the US Dollar Shares from attending and voting at the class meeting should they wish to do so.
4. The time by which a person must be entered on the register of members for the US Dollar Share class in order to have the right to attend or vote at the class meeting is close of business on 14 February 2025. 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 class meeting is 48 hours before the date fixed for the adjourned meeting. 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. To allow effective constitution of the class meeting, if it is apparent to the chairman that no US Dollar Shareholders will be present in person or by proxy, other than by proxy in the chairman's favour, the chairman may appoint a substitute to act as proxy in his stead for any holder of US Dollar Shares, provided that such substitute proxy shall vote on the same basis as the chairman.
6. On a poll each Shareholder will be entitled to one vote per US Dollar Share held. As at the date of this notice, the Company's issued share capital (excluding shares held in treasury) consisted of 27,419,773 US Dollar Shares. Therefore, the total US Dollar Share voting rights for the purpose of the US Dollar Class Closure Meeting as at the date of this notice are 27,419,773.
7. The quorum for the class meeting (other than an adjourned meeting) is two persons holding or representing by proxy at least one-third of the issued shares of the US Dollar Share class (excluding shares held in treasury).

# BH MACRO LIMITED

(Company No. 46235)

## NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE STERLING SHAREHOLDERS

**NOTICE** is hereby given that a class closure meeting of the holders of the Sterling Shares of BH Macro Limited (the “**Company**”) will be held as an extraordinary general meeting at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey on 18 February 2025 at 9.15 a.m. (or as soon thereafter as the Class Closure Meeting of holders of the US Dollar Shares of the Company convened for the same place and date is concluded or adjourned), to consider and if thought fit, to pass the following resolution which will be proposed as a special resolution:

### SPECIAL RESOLUTION

THAT:

Either:

- (a) the Company shall be required to offer to the holders of the Company’s Sterling Shares the options set out in Article 50.2 of the Company’s Articles of Incorporation; or
- (b) in the event that and conditional upon a similar resolution to this resolution being passed by the holders of the Company’s US Dollar Shares: (i) the Company be and is wound up voluntarily in accordance with section 391(1)(b) of the Companies (Guernsey) Law of 2008, as amended; and (ii) the Directors of the Company be and are authorised to take any and all necessary steps to effect such winding up, including but not limited to calling an extraordinary general meeting of the Company for the purpose of proposing an ordinary resolution to appoint a liquidator to wind up the Company’s affairs and to realise and distribute its assets, and to fix the liquidator’s remuneration.

By order of the Board

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

Dated 29 January 2025

Notes:

1. To have the right to attend and vote at the class meeting you must hold Sterling 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 class 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 Sterling Shares. On a poll, all or any of the rights of the Sterling 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 (Guernsey) Limited c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and, in any event, not later than 9.15 a.m. on 14 February 2025. A Form of Proxy with a purple band accompanies this notice. Subject to any restrictions in place at the time of the class meeting, completion and return of the Form of Proxy will not preclude holders of the Sterling Shares from attending and voting at the class meeting should they wish to do so.
4. The time by which a person must be entered on the register of members for the Sterling Share Class in order to have the right to attend or vote at the class meeting is close of business on 14 February 2025. If the class 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 class meeting is 48 hours before the date fixed for the adjourned meeting. 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 class meeting.
5. To allow effective constitution of the meeting, if it is apparent to the chairman that no Sterling Shareholders will be present in person or by proxy, other than by proxy in the chairman's favour, the chairman may appoint a substitute to act as proxy in his stead for any holder of Sterling Shares, provided that such substitute proxy shall vote on the same basis as the chairman.
6. On a poll each Shareholder will be entitled to one vote per Sterling Share held. As at the date of this notice, the Company's issued share capital (excluding shares held in treasury) consisted of 341,769,747 Sterling Shares. Therefore, the total Sterling Share voting rights for the purpose of the Sterling Class Closure Meeting as at the date of this notice are 341,769,747.
7. The quorum for the class meeting (other than an adjourned meeting) is two persons holding or representing by proxy at least one-third of the issued shares of the Sterling Share class (excluding shares held in treasury).

