

# BH Macro Limited

## Annual Report and Audited Financial Statements 2013

ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

31 December 2013

### Chairman's Statement

The recovery in global economic growth gained significant traction in 2013, led by the continuing strong performance of the US economy. But the path of recovery was not smooth and the pattern varied from region to region. In the first half of the year, the focus of markets was predominantly on Japan, as vigorous steps by the Japanese authorities to reflate their economy propelled a strong rise in Japanese equities and a sharp fall in the yen. From around mid-year, the focus shifted more to the US, as markets reacted with some turmoil to the prospect of the US Federal Reserve tapering its monetary easing operations and to the temporary US government shut-down. Elsewhere, there was uncertainty over the degree of slowdown in the Chinese economy, continuing underlying financial strains in the Eurozone and headwinds affecting some emerging market economies.

Against this background, BH Macro Limited (the "Company") recorded a gain in net asset value ("NAV") over the year of 3.09% (on its sterling shares). This relatively modest overall advance reflected a year of two parts. In the first months of the year, through to the end of April, a significant gain in NAV of 7.44% was achieved by timely positioning to capitalise on the sharp market adjustment in Japan (higher equities, weaker yen). In the remainder of the year, some of these gains were reversed and thematic positions taken in anticipation of a possible easing in Eurozone interest rates proved to be premature. But gains were also made through the year on the back of the general strength of the US dollar against the currencies of more slowly-growing economies.

In line with its stated purpose, the Company invests all of its assets (net of minimal working capital) in the Brevan Howard Master Fund Limited (the "Master Fund"). The Master Fund's stated objective has been, and remains, to seek to generate consistent long-term capital appreciation through active leveraged trading and investment on a global basis. The report by the Company's manager, Brevan Howard Capital Management LP (the "Manager"), later in this Annual Report explains in more detail the main thematic trades pursued during the year. Central to the Manager's trading strategy is the ability to seek to capitalise on strategic opportunities when prospective themes are identified, but also to limit the downside when markets reverse. The Manager's operations exhibited both of these strengths in 2013. Importantly, the Manager's report sets out the prospects for these themes to continue to offer positive returns in the year ahead, and for better trading opportunities to emerge as interest rates in the US return to a more normal structure.

On a longer perspective, the Company has continued to achieve positive returns with low volatility. Over the seven years since its launch in 2007, the Company has more than doubled its NAV (a gain of 108% on the sterling shares) and has achieved an annualised rate of return of 11.14% with an annualised Sharpe ratio of 1.73. The Company thus continues to be successful in preserving Shareholders' capital and achieving a positive return, uncorrelated with other markets and with low volatility.

The Company's assets remain substantial, with NAV totalling \$2.2 billion at the end of 2013, making it the largest single-manager hedge fund listed on the London Stock Exchange. Over 2013 as a whole, the Company's sterling share price appreciated by 3.00%, moving in the process from a modest premium to NAV to a small discount. With the discount remaining small, no market purchases were undertaken and no partial return of capital is to be offered in relation to the NAV gain in 2013. But the ability to take such actions, at the Board's discretion, remains available for future years; and authority for market purchases was renewed at the Company's AGM in June 2013. The Board remains alert to the need to be ready to undertake discount or premium management actions where necessary so that as far as possible the Company's share prices properly reflect the Company's underlying performance. Accordingly, market purchases of the Company's shares were undertaken in the early months of 2014 as the discount widened to around 5%: details are given in Note 11.

The listing of the Company's shares on the Main Market of the London Stock Exchange continues to provide an active secondary market for Shareholders to trade shares. All three classes have also maintained their place in the FTSE 250 and the Company has maintained its listings in Dubai and Bermuda. Having reviewed the Financial Conduct Authority's new restrictions on the retail distribution of non-mainstream pooled investments, the Company after taking legal advice announced on 15 January 2014 that it considered that it is outside the scope of those restrictions, so that its shares can continue to be recommended by UK authorised persons to ordinary retail investors.

The Board maintains regular dialogue with the Company's Manager, to review the Master Fund's trading strategies and risk exposures and to satisfy itself that the Manager's analytical, trading and risk management capabilities are being

maintained to a high standard. The Board holds extended discussions with the Manager at each of its quarterly Board meetings, supplemented by additional contacts with the Manager at intervals during the year. One Board meeting a year is held in Brevan Howard's head office in Jersey in order to maintain first-hand contact with the Manager's team there. Briefings were also held with Brevan Howard's trading team in Geneva in October 2013; and in December 2013 the Board held its quarterly Board meeting in New York in order to be able to review Brevan Howard's increasingly important US operations. From all these contacts, the Board continues to believe that the Master Fund's performance remains of a very high standard.

The Company and its Manager have continued to pursue an active programme for public communication and investor relations. Regular communication is maintained with Shareholders and presentations are made to keep analysts, financial journalists and the wider investment community informed of the Company's progress. An extensive presentation for investors was held in London in April 2013, which attracted a full attendance and positive feedback; consideration is being given to repeating the event in 2014. Up-to-date performance information is provided through NAV data published monthly on a definitive basis and weekly on an estimated basis, as well as through monthly risk reports and shareholder reports. All of these reports and further information about the Company are available on its website ([www.bhmacro.com](http://www.bhmacro.com)).

The Directors are very closely focused on safeguarding the interests of Shareholders and believe that the Company observes high standards of corporate governance. The Board, which is independent of the Brevan Howard group, holds quarterly scheduled meetings and meets ad hoc on other occasions as necessary. The work of the Board is assisted by the Audit Committee and the Management Engagement Committee. The Board continues to meet all of the provisions of the Association of Investment Companies' Code of Corporate Governance that are relevant to a company that has no executive management: the details are described below in the Directors' Report. The Board also remains committed to implementing the recommendations of the Davies Report on women on boards.

Stephen Stonberg has indicated his intention to retire from the Board with effect from 31 March 2014. The Board has greatly appreciated his lead role in establishing the Company and the experience and support he has contributed to its subsequent development. In his place, the Board intends to appoint David Barton, Head of Legal at the Company's Manager, as a Director. The Board believes that, since the Company's purpose is to invest solely in the Brevan Howard Master Fund, there is positive advantage to Shareholders in maintaining a direct link to Brevan Howard in this one seat on the Board.

The more sustainable recovery in the global economy that now looks in prospect should mean that markets should more generally be driven by macroeconomic factors than political interventions; and as interest rates – initially in the US and ultimately elsewhere – revert to a more normal structure, there should be greater scope for two-way movements in price and shifts in curve shape. Both of these developments would offer opportunities from which the Master Fund is well-equipped to benefit. In such environment, the Board believes that the Master Fund has the capability to continue to deliver positive performance over time and that the Company's investment in the Master Fund offers good prospects for Shareholders to achieve sustainable returns while preserving capital.

**Ian Plenderleith**  
Chairman

27 March 2014

Board Members

The Directors of the Company, all of whom are non-executive, are listed below:

**Ian Plenderleith (Chairman), age 70**

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

**Huw Evans, age 55**

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

**Anthony Hall, age 74**

Anthony Hall is Guernsey resident and has 50 years experience in the financial services industry. He worked for Barclays Bank between 1955 and 1970 and between 1970 and 1976 he held positions with N.M. Rothschild, Guernsey; Bank of London & Montreal, Nassau; and Italian International Bank (CI) Limited, Guernsey. In 1976 he was appointed as Managing Director of Rea Brothers (Guernsey) Limited and between 1988 and 1995 he served as joint CEO and managing director of Rea Brothers Group Plc. He served as Chairman of Rea Brothers (Guernsey) Limited from 1995 to 1996. He was founder Deputy Chairman of the Guernsey International Business Association and was Chairman of the Association of Guernsey Banks in 1994. In addition to being a director of the Company, Mr Hall is currently a director of a number of Guernsey based investment funds. Mr Hall was appointed to the Board in 2007.

**Christopher Legge, (Senior Independent Director), age 58**

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

**Talmi Morgan, age 61**

Talmi Morgan is Guernsey resident and qualified as a barrister in 1976. He moved to Guernsey in 1988 where he worked for Barings and then for the Bank of Bermuda as Managing Director of Bermuda Trust (Guernsey) Limited. From January 1999 to June 2004, he was Director of Fiduciary Services and Enforcement at the Guernsey Financial Services Commission (Guernsey's financial regulatory agency) where he was responsible for the design and subsequent implementation of Guernsey's law relating to the regulation of fiduciaries, administration businesses and company directors. He was also involved in the international working groups of the Financial Action Task Force and the Offshore Group of Banking Supervisors. From July 2004 to May 2005, he was Chief Executive of Guernsey Finance which is the official body for the promotion of the Guernsey finance industry. Mr Morgan holds a MA in Economics and Law from Cambridge University. Mr Morgan is Chairman of the Listed Hedge Fund Forum of the Association of Investment Companies. In addition to being a director of the Company, Mr Morgan is a Director of a number of listed investment funds. Mr Morgan was appointed to the Board in 2007.

**Stephen Stonberg, age 46**

Stephen Stonberg is a resident of the United States and has over 25 years experience in the financial services industry in both Europe and the United States. From 2011 to 2013, he was a Managing Director at Credit Suisse Asset Management in New York. Prior to this, Mr Stonberg worked for Brevan Howard entities in both London and New York. He joined Brevan Howard Asset Management LLP in London in September 2006 as Head of Business Development and subsequently became a Partner in April 2007. In February 2009 he relocated from London to New York to run North American marketing for Brevan Howard US Asset Management LP. From January to December 2010 he was the CEO of Brevan Howard US LLC, a member of the Financial Industry Regulatory Authority, Inc (FINRA). Prior to joining Brevan Howard, Mr Stonberg worked for JPMorgan (2001-2006) as managing director and Global Head of Strategy and Business Development for the Investment Banking Division (2003-2006) and as managing director and Head of Credit Derivative Marketing EMEA (2001-2003). Previously, Mr Stonberg worked at Deutsche Bank (1996-2001) as managing director of Global Credit Derivatives. Mr Stonberg holds an MBA from Harvard Business School (1994) and a Bachelor's Degree in Economics from Columbia University (1989). He is currently a non-executive director of Coalition Development Limited. Mr Stonberg was appointed to the Board in 2007.

**Disclosure of Directorships in Public Companies Listed on Recognised Stock Exchanges**

The following summarises the Directors' directorships in other public companies:

**Company Name**

**Exchange**

**Ian Plenderleith**

None

**Huw Evans**

Standard Life Investments Property Income Trust Limited London

**Anthony Hall**

Blackmore Branded Commercial Opportunities Fund Limited Channel Islands  
City Life PCC Limited Channel Islands  
Fine Wine PCC Limited Channel Islands  
Prosperity Voskhod Fund Limited AIM  
Stratton Street PCC Limited Ireland

**Christopher Legge**

Ashmore Global Opportunitites Limited London  
Baring Vostok Investments PCC Limited Channel Islands  
Sherborne Investors (Guernsey) B Limited SFM  
Third Point Offshore Investors Limited London  
TwentyFour Select Monthly Income Fund Limited London

**Talmi Morgan**

BH Global Limited London, Bermuda and Dubai  
DCG IRIS Limited London  
Global Fixed Income Realisation Limited Ireland  
John Laing Infrastructure Fund Limited London  
NB Distressed Debt Investment Fund Limited SFM and Channel Islands  
NB Private Equity Partners Limited Euronext Amsterdam, SFM and Channel Islands  
Real Estate Credit Investments PCC Limited London  
Sherborne Investors (Guernsey) B Limited SFM

**Stephen Stonberg**

BH Credit Catalysts Limited London  
BH Global Limited London, Bermuda and Dubai

Directors' Report  
31 December 2013

The Directors submit their Report together with the Company's Audited Statement of Assets and Liabilities, Audited Statement of Operations, Audited Statement of Changes in Net Assets, Audited Statement of Cash Flows and the related notes for the year ended 31 December 2013. The Directors' Report together with the Audited Financial Statements and their related notes (the "Financial Statements") give a true and fair view of the financial position of the Company. They have been prepared properly, in conformity with accounting principles generally accepted in the United States of America ("US GAAP"), are in accordance with any relevant enactment for the time being in force and are in agreement with the accounting records.

**The Company**

The Company is a limited liability closed-ended investment company incorporated in Guernsey on 17 January 2007.

The Company was admitted to a Secondary Listing (Chapter 14) on the Official List of the London Stock Exchange ("LSE") on 14 March 2007. On 11 March 2008, the Company migrated from the Secondary Listing to a Primary Listing pursuant to Chapter 15 of the Listing Rules of the UK Listing Authority. As a result of changes to the UK Listing Regime, the Company's Primary Listing became a Premium Listing with effect from 6 April 2010.

As of 20 October 2008 the Company obtained a Secondary Listing on the Bermuda Stock Exchange and with effect from 11 November 2008, the US Dollar Shares of the Company were admitted to a Secondary Listing on NASDAQ Dubai.

The proceeds from the original issue of shares on listing amounted to approximately US\$1.1 billion. On 26 October 2007 the Company issued further shares in a cash placing amounting to approximately US\$0.1 billion.

**Investment objective and policy**

The Company is organised as a feeder fund that invests all of its assets (net of short-term working capital requirements) directly in Brevan Howard Master Fund Limited (the “Master Fund”), a hedge fund in the form of a Cayman Islands open-ended investment company, which has as its investment objective the generation of consistent long-term appreciation through active leveraged trading and investment on a global basis. The Master Fund is managed by Brevan Howard Capital Management LP, the Company’s Manager.

The Master Fund has flexibility to invest in a wide range of instruments including, but not limited to, debt securities and obligations (which may be below investment grade), bank loans, listed and unlisted equities, other collective investment schemes, currencies, commodities, futures, options, warrants, swaps and other derivative instruments. The underlying philosophy is to construct strategies, often contingent in nature, with superior risk/return profiles, whose outcome will often be crystallised by an expected event occurring within a pre-determined period of time.

The Company may employ leverage for the purposes of financing share purchases or buy backs, satisfying working capital requirements or financing further investment into the Master Fund, subject to an aggregate borrowing limit of 20% of the Company’s net asset value, calculated as at the time of borrowing. Borrowing by the Company is in addition to leverage at the Master Fund level, which has no limit on its own leverage.

### **Results and dividends**

The results for the year are set out in the Audited Statement of Operations. The Directors do not recommend the payment of a dividend.

The figures stated in note 9 of the Notes to the Audited Financial Statements for Net Investment Losses are, in the Directors’ opinion and in accordance with the Company’s investment objectives, not the best reflection of the Company’s overall performance. Considering the investment objectives of the Company, the Directors consider that the figures disclosed in note 9 for Total Returns are a more appropriate reflection of the Company’s overall performance during the year.

### **Share capital**

The number of shares in issue at the year end is disclosed in note 5 to the Financial Statements.

During the year ended 31 December 2013, the Company implemented a partial capital return to Shareholders of an amount equal to 100% of the NAV growth during the 2012 calendar year for each class of its shares (less certain costs and provisions). The partial capital return allowed Shareholders to elect to have shares redeemed at a price equal to the NAV for the relevant class of shares as at 31 December 2012, discounted by 4%. The record date for participation in the partial capital return was 31 January 2013. See note 5 for further details.

### **Going concern**

The Company continues to perform satisfactorily and monitors and manages its liquidity. Given the nature of the Company and its investment, the Directors are satisfied that it is appropriate to continue to adopt the going concern basis in preparing these Financial Statements. In reaching this conclusion the Board is mindful of the nature of the assets that underly its investment in the Master Fund, including their liquidity and has concluded that adverse investment performance will not have a material impact on the Company’s solvency.

As part of the Company’s discount management programme, class closure resolutions will be triggered if in any fixed discount management period (1 January to 31 December each year), the average daily closing market price of the relevant class of shares during such period is 10% or more below the average NAV per share of the relevant class taken over the 12 monthly NAV Determination Dates in that fixed discount management period, as described more fully in the Company’s principal documents. The Board has reviewed the average discount over the year for each of the share classes and note that the USD class, EUR class and the GBP class have had an average discount of less than 10%.

### **The Board**

The Board of Directors has overall responsibility for safeguarding the Company’s assets, for the determination of the investment policy of the Company, for reviewing the performance of the service providers and for the Company’s activities. The Directors, all of whom are non-executive, are listed in the Board Members section and on the inside back cover.

The Articles provide that, unless otherwise determined by ordinary resolution, the number of Directors shall not be less than two. The Company’s policy on Directors’ Remuneration, together with details of the remuneration of each Director who served during the year, is detailed in the Directors’ Remuneration Report .

The Board meets at least four times a year and between these formal meetings there is regular contact with the Manager and the Administrator. The Directors are kept fully informed of investment and financial controls, and other matters that

are relevant to the business of the Company and should be brought to the attention of the Directors. The Directors also have access to the Administrator and, where necessary in the furtherance of their duties, to independent professional advice at the expense of the Company. In addition to these scheduled meetings, 15 ad hoc meetings were held in 2013 to deal with matters that were of a fundamentally administrative nature, the majority being the conversions between share classes. These meetings were attended by those Directors available at the time.

### Directors

For each Director, the tables below set out the number of Board, Audit Committee and Management Engagement Committee meetings they were entitled to attend during the year ended 31 December 2013 and the number of such meetings attended by each Director.

<b>Scheduled Board Meetings</b>	<b>Held</b>	<b>Attended</b>
Ian Plenderleith	4	4
Huw Evans	4	4
Anthony Hall	4	4
Christopher Legge	4	4
Talmi Morgan	4	4
Stephen Stonberg	4	4

<b>Audit Committee Meetings</b>	<b>Held</b>	<b>Attended</b>
Huw Evans	4	4
Anthony Hall	4	4
Christopher Legge	4	3

<b>Management Engagement Committee Meetings</b>	<b>Held</b>	<b>Attended</b>
Ian Plenderleith	1	1
Anthony Hall	1	1
Christopher Legge	1	1

### Directors' independence

Talmi Morgan and Stephen Stonberg are both non-executive Directors of BH Global Limited. BH Global Limited is managed by Brevan Howard Capital Management LP and is a feeder fund to Brevan Howard Global Opportunities Master Fund Limited which invests, amongst other investments, in the Master Fund. Stephen Stonberg is also a non-executive Director of BH Credit Catalysts Limited. BH Credit Catalysts Limited is managed by Brevan Howard Capital Management LP and is a feeder fund to Brevan Howard Credit Catalysts Master Fund Limited. On the basis of these other interests, Stephen Stonberg and Talmi Morgan are deemed not independent of the Manager for the purposes of LR15.2.12-A.

### Directors' interests

The Directors had the following interests in the Company, held either directly or beneficially:

	<b>US Dollar Shares</b>	
	<b>31.12.13</b>	<b>31.12.12</b>
Ian Plenderleith	Nil	Nil
Huw Evans	Nil	Nil
Anthony Hall	9,017	Nil
Christopher Legge	Nil	Nil
Talmi Morgan	Nil	Nil
Stephen Stonberg	Nil	Nil

	<b>Euro Shares</b>	
	<b>31.12.13</b>	<b>31.12.12</b>
Ian Plenderleith	Nil	Nil
Huw Evans	Nil	Nil
Anthony Hall	Nil	Nil
Christopher Legge	Nil	Nil
Talmi Morgan	Nil	Nil

Stephen Stonberg	Nil	Nil
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	<b>31.12.13</b>	<b>Sterling Shares 31.12.12</b>
Ian Plenderleith	Nil	Nil
Huw Evans	710	710
Anthony Hall	10,000	15,738
Christopher Legge	Nil	Nil
Talmay Morgan	1,200	1,200
Stephen Stonberg	5,676	5,676

### **Directors' indemnity**

Directors' and officers' liability insurance cover is in place in favour of the Directors. The Directors entered into indemnity agreements with the Company which provide for, subject to the provisions of the Companies (Guernsey) Law, 2008, an indemnity for Directors in respect of costs which they may incur relating to the defence of proceedings brought against them arising out of their positions as Directors, in which they are acquitted or judgement is given in their favour by the Court. The agreement does not provide for any indemnification for liability which attaches to the Directors in connection with any negligence, unfavourable judgements, breach of duty or trust in relation to the Company.

### **Corporate governance**

To comply with the UK Listing Regime, the Company must comply with the requirements of the UK Corporate Governance Code. The Company is also required to comply with the Code of Corporate Governance issued by the Guernsey Financial Services Commission.

The Company is a member of the Association of Investment Companies (the "AIC") and by complying with the AIC Code of Corporate Governance ("AIC Code") is deemed to comply with both the UK Corporate Governance Code and Guernsey Code of Corporate Governance.

The Board has considered the principles and recommendations of the AIC Code by reference to the AIC Corporate Governance Guide for Investment Companies ("AIC Guide"). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company.

The Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the UK Corporate Governance Code), will provide better information to Shareholders. To ensure ongoing compliance with these principles the Board receives and reviews a report from the Secretary, at each quarterly meeting, identifying whether the Company is in compliance and recommending any changes that are necessary.

The Company has complied with the recommendations of the AIC Code and the relevant provisions of the UK Corporate Governance Code throughout the accounting period, except as set out below.

The UK Corporate Governance Code includes provisions relating to:

- the role of the chief executive
- executive directors' remuneration
- the need for an internal audit function
- whistle-blowing policy

For the reasons set out in the AIC Guide, and as explained in the UK Corporate Governance Code, the Board considers these provisions are not relevant to the position of the Company – being an externally managed investment company with a Board formed exclusively of non-executive Directors. The Company has therefore not reported further in respect of these provisions. The Company does not have employees, hence no whistle-blowing policy is necessary. However, the Directors have satisfied themselves that the Company's service providers have appropriate whistle-blowing policies and procedures and seek regular confirmation from the service providers that nothing has arisen under those policies and procedures which should be brought to the attention of the Board.

The Company has adopted a policy that the composition of the Board of Directors is at all times such that (i) a majority of the Directors are independent of the Manager and any company in the same group as the Manager; (ii) the Chairman of the Board of Directors is free from any conflicts of interest and is independent of the Manager and of any company in the same group as the Manager; and (iii) no more than one director, partner, employee or professional adviser to the Manager or any company in the same group as the Manager may be a Director of the Company at any one time.

The Company has adopted a Code of Directors' dealings in shares, which is based on the Model Code for Directors' dealings contained in the LSE's Listing Rules.

The Company's risk exposure and the effectiveness of its risk management and internal control systems are reviewed by the Audit Committee and by the Board at their meetings. The Board believes that the Company has adequate and effective systems in place to identify, mitigate and manage the risks to which it is exposed.

In view of its non-executive and independent nature, the Board considers that it is not necessary for there to be a Nomination Committee or a Remuneration Committee as anticipated by the AIC Code. The Board as a whole fulfils the functions of the Nomination and Remuneration Committees, although the Board has included a separate Remuneration Report in these Financial Statements. The Board has adopted a Nomination Policy covering procedures for nominations to the Board and to Board committees. For new appointments to the Board, nominations are sought from the Directors and from other relevant parties and candidates are then interviewed by an ad hoc committee of independent Directors. The Board has a breadth of experience relevant to the Company, and the Directors believe that any changes to the Board's composition can be managed without undue disruption. An induction programme has been prepared for future Director appointments.

The Directors were appointed for an initial term of three years. In line with the AIC Code, as the Company is a FTSE 250 listed company, Section 20.3 of the Company's Articles requires all Directors to retire at each Annual General Meeting. At the Annual General Meeting of the Company on 10 June 2013, Shareholders re-elected all the Directors of the Company.

The Board has given careful consideration to the recommendations of the Davies Report on "Women on Boards". As recommended in the Davies Report, the Board has reviewed its composition and believes that the current appointments provide an appropriate range of skills and experience. In order to extend its diversity, the Board is committed to implementing the recommendations of the Davies Report as part of its succession planning over future years.

The Board, Audit Committee and Management Engagement Committee undertake an evaluation of their own performance and that of individual Directors on an annual basis. In order to review their effectiveness, the Board and its Committees carry out a process of formal self-appraisal. The Board and Committees consider how they function as a whole and also review the individual performance of their members. This process is conducted by the respective Chairman reviewing the Directors' performance, contribution and commitment to the Company. Christopher Legge, as Senior Independent Director, takes the lead in reviewing the performance of the Chairman. The Chairman also has responsibility for assessing the individual Board members' training requirements.

In accordance with the AIC Code which requires external evaluation of the Board every three years, the Board commissioned an external evaluation of its performance by Optimus Group Limited in October 2011. The report of the evaluation confirmed that the Company observes a high standard of Corporate Governance and the Board intends to repeat the exercise in 2014.

#### **Fraud, anti-bribery and corruption policy**

The Board has adopted a formal Fraud, Anti-bribery and Corruption Policy. The policy applies to the Company and to each of its Directors. Further, the policy is shared with each of the Company's service providers.

#### **Ongoing Charges**

Ongoing charges for the year ended 31 December 2013 and year ended 31 December 2012 have been prepared in accordance with the AIC's recommended methodology.

The following table presents the Ongoing Charges for each share class.

#### **31.12.13**

	<b>US Dollar Shares</b>	<b>Euro Shares</b>	<b>Sterling Shares</b>
Company – Ongoing Charges	1.94%	1.95%	1.95%
Master Fund – Ongoing Charges	0.61%	0.61%	0.62%



Performance fee	0.63%	0.65%	0.69%
Ongoing Charges plus performance fee	3.18%	3.21%	3.26%

### 31.12.12

	US Dollar Shares	Euro Shares	Sterling Shares
Company – Ongoing Charges	1.93%	1.92%	1.94%
Master Fund – Ongoing Charges	0.60%	0.59%	0.60%
Performance fee	0.86%	0.74%	0.94%
Ongoing Charges plus performance fee	3.39%	3.25%	3.48%

The Master Fund Ongoing Charges represent the portion of the Master Fund's operating expenses which have been allocated to the Company. The Company invests substantially all of its investable assets in ordinary US Dollar, Euro and Sterling denominated Class B shares issued by the Master Fund. These shares are not subject to management fees and performance fees within the Master Fund. The Master Fund's operating expenses include an operational service fee payable to the Manager of 1/2 of 0.5% per month of the NAV.

#### Audit Committee

The Company's Audit Committee conducts formal meetings at least four times a year for the purpose, amongst others, of considering the appointment, independence, effectiveness of the audit and remuneration of the auditors and to review and recommend the annual statutory accounts and interim report to the Board of Directors. Full details of its functions and activities are set out in the Report of the Audit Committee.

#### Management Engagement Committee

The Board has established a Management Engagement Committee with formal duties and responsibilities. The Management Engagement Committee meets formally at least once a year and comprises Ian Plenderleith, Anthony Hall and Christopher Legge. Anthony Hall is the Chairman of the Management Engagement Committee.

The function of the Management Engagement Committee is to ensure that the Company's Management Agreement is competitive and reasonable for the Shareholders, along with the Company's agreements with all other third party service providers (other than the Independent Auditors). The Terms of Reference of the Management Engagement Committee are available from the Administrator.

The principal contents of the Manager's contract and notice period are contained in note 4 to the Financial Statements.

The Board continuously monitors the performance of the Manager and a review of the Manager is conducted by the Management Engagement Committee annually.

The Manager has wide experience in managing and administering investment companies and has access to extensive investment management resources. At its meeting on 16 September 2013, the Management Engagement Committee concluded that the continued appointment of the Manager on the terms agreed was in the interests of the Company's Shareholders as a whole. At the date of this report the Board continued to be of the same opinion.

#### Internal Controls

Responsibility for the establishment and maintenance of an appropriate system of internal control rests with the Board and to achieve this, a process has been established which seeks to:-

- Review the risks faced by the Company and the controls in place to address those risks
- Identify and report changes in the risk environment
- Identify and report changes in the operational controls
- Identify and report on the effectiveness of controls and errors arising
- Ensure no override of controls by its service providers, the Manager and Administrator

A report is tabled and discussed at each Board meeting setting out the risks identified, their potential impact, the controls in place to mitigate them, the residual risk assessment and any exceptions identified during the period under review.

Further reports are received and reviewed from the Company Secretary and the Administrator in respect of compliance, London Stock Exchange continuing obligations and other matters.

No material adverse findings were identified in these reports.

### **German Tax Reporting**

With effect from 1 January 2014, the Company no longer complies with the tax calculation and reporting requirements pursuant to section 5 of the German Investment Tax Act (Investmentsteuergesetz) due to lack of demand for the reporting.

Shareholders with any queries in relation to the above should contact the Administrator in the first instance, whose contact details can be found on the Company's website, [www.bhmacro.com](http://www.bhmacro.com).

### **Foreign Account Tax Compliance Act**

The Foreign Account Tax Compliance Act ("FATCA") became effective on 1 January 2013. The legislation is aimed at determining the ownership of US assets in foreign accounts and improving US tax compliance with respect to those assets. On 13 December 2013, the States of Guernsey entered into an intergovernmental agreement ("IGA") with US Treasury in order to facilitate the requirements under FATCA and is currently in negotiations with regards to how this is to be implemented, and as a result, the impact this will have on the Company remains unknown. The implementation of certain requirements of FATCA have been delayed to June 2014. The Board is monitoring implementation with the assistance of its professional advisers.

### **UK-Guernsey Intergovernmental Agreement**

The States of Guernsey signed an intergovernmental agreement with the UK ("UK-Guernsey IGA") on 22 October 2013, under which mandatory disclosure requirements will be required in respect of Shareholders who have a UK connection. The UK-Guernsey IGA has been ratified by Guernsey's States of Deliberation and the relevant legislation introduced. The impacts of the UK-Guernsey IGA on the Company and the Company's reporting responsibilities pursuant to the UK-Guernsey IGA are not currently in final form. The Board is monitoring implementation of the UK-Guernsey IGA with the assistance of its professional advisers.

### **Relations with Shareholders**

The Board welcomes Shareholders' views and places great importance on communication with the Company's Shareholders. The Board receives regular reports on the views of Shareholders and the Chairman and other Directors are available to meet Shareholders if required. The Annual General Meeting of the Company provides a forum for Shareholders to meet and discuss issues with the Directors of the Company. The Manager provides weekly unaudited estimates of NAV, a month-end unaudited NAV and monthly Shareholder Reports. These are published via RNS and are also available on the Company's website. Risk reports for the Master Fund are also available on the Company's website.

The Manager maintains regular dialogue with institutional Shareholders, the feedback from which is reported to the Board. In addition, Board members are available to respond to Shareholders' questions at Annual General Meetings. Shareholders who wish to communicate with the Board should contact the Administrator in the first instance.

### **Significant Shareholders**

As at 31 December 2013, the following Shareholders had significant shareholdings in the Company:

	<b>Total Shares Held</b>	<b>% holding in class</b>
<b>Significant Shareholders</b>		
<b>US Dollar Shares</b>		
Chase Nominees Limited	4,790,367	19.19
Vidacos Nominees Limited	3,373,548	13.51
Nortrust Nominees Limited	2,742,275	10.98
J P Morgan Clearing Corporation	2,208,032	8.84
State Street Nominees Limited	1,852,175	7.42
Lynchwood Nominees Limited	1,805,197	7.23
Morstan Nominees Limited	1,725,276	6.91
HSBC Global Custody Nominee (UK) Limited	806,990	3.23

### **Euro Shares**

Nordea Bank Danmark A/S	1,927,808	28.38
BBHISL Nominees Limited	953,383	14.04
HSBC Global Custody Nominee (UK) Limited	582,794	8.58
Lynchwood Nominees Limited	445,276	6.56
Aurora Nominees Limited	365,153	5.38
State Street Nominees Limited	311,219	4.58
The Bank of New York (Nominees) Limited	285,100	4.20
Goodbody Stockbrokers Nominees Limited	274,993	4.05
Vidacos Nominees Limited	211,177	3.11

#### **Sterling Shares**

Chase Nominees Limited	11,054,110	25.35
Nutraco Nominees Limited	3,321,048	7.62
State Street Nominees Limited	2,811,022	6.45
HSBC Global Custody Nominee (UK) Limited	2,567,639	5.89
Luna Nominees Limited	2,484,376	5.70
Nortrust Nominees Limited	2,224,870	5.10

Signed on behalf of the Board by:

**Ian Plenderleith**  
Chairman

**Christopher Legge**  
Director

27 March 2014

#### Statement of Directors' Responsibility in Respect of the Annual Report and Audited Financial Statements

The Directors are responsible for preparing the Directors' Report and the Financial Statements in accordance with applicable laws and regulations.

Guernsey company law requires the Directors to prepare Financial Statements for each financial year. Under that law they have elected to prepare the Financial Statements in conformity with accounting principles generally accepted in the United States of America.

The Financial Statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these Financial Statements the Directors are required to:-

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the Financial Statements comply with the Companies (Guernsey) Law, 2008. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

We confirm to the best of our knowledge that:

- so far as each of the Directors is aware, there is no relevant audit information of which the Company's Independent Auditor is unaware, and each has taken all the steps he ought to have taken as a Director to make himself aware of any relevant information and to establish that the Company's Independent Auditor is aware of that information;
- the Financial Statements have been prepared in conformity with accounting principles generally accepted in the United States of America and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;
- the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for Shareholders to assess the Company's performance, business model and strategy; and
- the Financial Statements include information detailed in the Chairman's Statement, the Directors' Report, Report of the Audit Committee and the Manager's Report, which provides a fair view of the information required by:-

(a) DTR 4.1.8 and DTR 4.1.9 of the Disclosure and Transparency Rules, being a fair review of the Company business and a description of the principal risks and uncertainties facing the Company; and

(b) DTR 4.1.11 of the Disclosure and Transparency Rules, being an indication of important events that have occurred since the end of the financial year and the likely future development of the Company.

Signed on behalf of the Board by:

**Ian Plenderleith**  
Chairman

**Christopher Legge**  
Director

27 March 2014

Directors' Remuneration Report  
31 December 2013

### **Introduction**

An ordinary resolution for the approval of this directors' remuneration report will be put to the Shareholders at the Annual General Meeting to be held in 2014.

### **Remuneration policy**

All Directors are non-executive and a Remuneration Committee has not been established. The Board as a whole considers matters relating to the Directors' remuneration. No advice or services were provided by any external person in respect of its consideration of the Directors' remuneration.

The Company's policy is that the fees payable to the Directors should reflect the time spent by the Directors on the Company's affairs and the responsibilities borne by the Directors and be sufficient to attract, retain and motivate directors of a quality required to run the Company successfully. The Chairman of the Board is paid a higher fee in recognition of his additional responsibilities, as are the Chairmen of the Audit Committee and the Management Engagement Committee. The policy is to review fee rates periodically, although such a review will not necessarily result in any changes to the rates, and account is taken of fees paid to directors of comparable companies.

There are no long term incentive schemes provided by the Company and no performance fees are paid to Directors.

No Director has a service contract with the Company but each of the Directors is appointed by a letter of appointment which sets out the main terms of their appointment. Each Director was issued a new letter of appointment on 5 December 2013. Directors hold office until they retire or cease to be a director in accordance with the Articles of Incorporation, by operation of law or until they resign. The Directors were appointed for an initial term of three years. In line with the AIC Code, as the Company is a FTSE 250 listed company, Section 20.3 of the Company's Articles requires all Directors to retire at each Annual General Meeting. At the Annual General Meeting of the Company on 10 June 2013, Shareholders re-elected all the Directors. Director appointments can also be terminated in accordance with the Articles. Should Shareholders vote against a Director standing for re-election, the Director affected will not be entitled to any compensation. There are no set notice periods and a Director may resign by notice in writing to the Board at any time.

Directors are remunerated in the form of fees, payable quarterly in arrears, to the Director personally. No other remuneration or compensation was paid or payable by the Company during the period to any of the Directors apart from the reimbursement of allowable expenses.

### Directors' fees

The Company's Articles limit the fees payable to Directors in aggregate to £400,000 per annum. From 1 April 2013, annual fees were increased to £167,000 for the Chairman, £37,500 for Chairmen of both the Audit Committee and the Management Engagement Committee and £34,000 for all other Directors.

The fees payable by the Company in respect of each of the Directors who served during the year ended 31 December 2013 and the year ended 31 December 2012, were as follows:

	Year ended 31.12.13 £	Year ended 31.12.12 £
Ian Plenderleith	165,750	159,000
Huw Evans	33,750	32,250
Anthony Hall	37,125	35,250
Christopher Legge	37,125	35,250
Talmal Morgan	33,750	32,250
Stephen Stonberg	33,750	32,250
<b>Total</b>	<b>341,250</b>	<b>326,250</b>

Signed on behalf of the Board by:

**Ian Plenderleith**  
Chairman

**Christopher Legge**  
Director

27 March 2014

Report of the Audit Committee  
31 December 2013

On the following pages, we present the Audit Committee's (the "Committee") Report for 2013, setting out the Committee's structure and composition, principal duties and key activities during the year. As in previous years, the Committee has reviewed the Company's financial reporting, the independence and effectiveness of the Independent Auditor and the internal control and risk management systems of the service providers.

### Structure and Composition

The Committee is chaired by Christopher Legge and its other members are Huw Evans and Anthony Hall.

Appointment to the Committee is for a period up to three years which may be extended for two further three year periods provided that the majority of the Committee remains independent of the Manager. Anthony Hall and Christopher Legge are currently serving their third term of three years. Huw Evans is currently serving his second term. An induction program is provided for new Committee members and on-going training is available for all members as required.

The Committee conducts formal meetings at least four times a year. The table sets out the number of Committee meetings held during the year ended 31 December 2013 and the number of such meetings attended by each committee member. The Independent Auditor is invited to attend those meetings at which the annual and interim reports are considered. The Independent Auditor and the Committee will meet together without representatives of either the Administrator or Manager being present if either considers this to be necessary.

### Principal duties

The role of the Committee includes:

- monitoring the integrity of the published Financial Statements of the Company
- reviewing and reporting to the Board on the significant issues and judgements made in the preparation of the Company's published Financial Statements, (having regard to matters communicated by the Independent Auditor), significant financial returns to regulators and other financial information

- monitoring and reviewing the quality and effectiveness of the Independent Auditor and their independence
- considering and making recommendations to the Board on the appointment, reappointment, replacement and remuneration to the Company's independent auditor
- monitoring and reviewing the internal control and risk management systems of the service providers

Details of the Committee's formal duties and responsibilities are set out in the Committee's terms of reference, which can be obtained from the Company's Administrator.

### **Independent Auditor**

KPMG Channel Islands Limited ("KPMG") has been the Independent Auditor from the date of the initial listing on the London Stock Exchange. In accordance with the normal audit rotation requirements, Deborah Smith was replaced by Lee Clark as the audit team leader and opinion signatory after the conclusion of the 2011 audit.

The independence and objectivity of the independent auditor is reviewed by the Committee which also reviews the terms under which the Independent Auditor is appointed to perform non-audit services. The Committee has also established pre-approval policies and procedures for the engagement of the auditor to provide audit, assurance and tax services. These policies and procedures state that the external auditor may not provide a service which:

- places them in a position to audit their own work
- creates a mutuality of interest
- results in the Independent Auditor functioning as a manager or employee of the Company
- puts the Independent Auditor in the role of advocate of the Company

The audit and non-audit fees proposed by the auditor each year are reviewed by the Committee taking into account the Company's structure, operations and other requirements during the period and the Committee makes recommendations to the Board.

The recent revisions to the UK Corporate Governance Code introduced a recommendation that the independent audit be put out to tender every ten years. The Committee has noted this and will develop a plan for tendering at the appropriate time.

### **Key Activities in 2013**

The following sections discuss the assessment made by the Committee during the year:

#### *Significant Financial Statement Issues*

The Committee's review of the annual Financial Statements focused on the following areas:

The Company's investment in the Master Fund had a fair value of US\$2.25 billion as at 31 December 2013 and represents substantially all the net assets of the Company and as such is the biggest factor in relation to the accuracy of the Financial Statements. This investment is valued in accordance with the Accounting Policies set out in note 3 to the Audited Financial Statements. The Financial Statements of the Master Fund for the year ended 31 December 2013 were audited by KPMG Cayman Islands who issued an unmodified audit opinion dated 21 March 2014. The Audit Committee has reviewed the Financial Statements of the Master Fund and the Accounting Policies and determined the fair value of the investment as at 31 December 2013 is reasonable.

This was discussed during the planning and final stage of the audit and there were no significant divergence of views between the Board and the Independent Auditor.

#### *Effectiveness of the Audit*

The Committee held formal meetings with KPMG during the course of the year: 1) before the start of the audit to discuss formal planning, discuss any potential issues and to agree the scope that will be covered and 2) after the audit work was concluded to discuss any significant issues such as those stated above.

The Board considered the effectiveness and independence of KPMG by using a number of measures, including but not limited to:-

- The audit plan presented to them before the start of the audit
- The review and challenge of the audit findings report including variations from the original plan
- Changes to audit personnel
- Requesting feedback from both the Manager and the Administrator

Further to the above, during each year, the Committee performs a specific evaluation of the performance of the Independent Auditor. This is supported by the results of questionnaires completed by the Committee covering areas such as the quality of the audit team, business understanding, audit approach and management. This questionnaire was part of the process by which the Committee assessed the effectiveness of the audit.

There were no significant adverse findings from the 2013 evaluation.

#### *Audit fees and Safeguards on Non-Audit Services*

The table below summarises the remuneration paid by the Company to KPMG and to other KPMG member firms for audit and non-audit services provided to the Company during the years ended 31 December 2013 and 31 December 2012.

	Year ended 31.12.13	Year ended 31.12.12
	£	£
<b>KPMG Channel Islands Limited</b>		
Annual audit	26,300	23,000
Interim review	8,500	8,500
<b>Other KPMG member firms</b>		
German Tax Services	24,775	24,257
US Tax Services	11,497	11,761

The German and US Tax services are provided in relation to investor tax reporting requirements for those countries. The German tax services have been discontinued with effect from 1 January 2014.

The annual budget for both the audit and non-audit related services were presented to the Committee for pre-approval.

The Committee considers KPMG Channel Islands Limited to be independent of the Company. The Committee does not consider that the provision of these non-audit services is a threat to the objectivity and independence of the audit. Further, the Committee has obtained KPMG's confirmation that the services provided by other KPMG member firms to the wider Brevan Howard organisation does not prejudice its independence.

#### *Internal Control*

The Committee has examined the need for an internal audit function. The Committee considered that the systems and procedures employed by the Manager and the Administrator, including their internal audit functions, provided sufficient assurance that a sound system of internal control, which safeguards the Company's assets, has been maintained. An internal audit function specific to the Company is therefore considered unnecessary.

The Committee examined externally prepared assessments of the control environment in place at the Manager and the Administrator, with the latter providing a Service Organisation Control ("SOC1") report. In addition, the Committee also visited the offices of the Manager and conducted discussions with its Head of Internal Audit. No significant findings have been noted during the year.

#### **Conclusion and Recommendation**

After reviewing various reports such as the operational and risk management framework and performance reports from management, consulting where necessary with KPMG, and assessing the significant Financial Statement issues, the Committee is satisfied that the Financial Statements appropriately address the critical judgements and key estimates (both in respect to the amounts reported and the disclosures). The Committee is also satisfied that the significant assumptions used for determining the value of assets and liabilities have been appropriately scrutinised, challenged and are sufficiently robust. The Committee further concludes that the Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for Shareholders to assess the Company's performance, business model and strategy.

The Independent Auditor reported to the Committee that no material misstatements were found in the course of its work. Furthermore, both the Manager and the Administrator confirmed to the Committee that they were not aware of any material misstatements including matters relating to the presentation of the Financial Statements. The Committee confirms that it is satisfied that the Independent Auditor has fulfilled its responsibilities with diligence and professional scepticism.

Consequent to the review process on the effectiveness of the independent audit and the review of audit and non-audit services, the Committee has recommended that KPMG be reappointed for the coming financial year.

For any questions on the activities of the Committee not addressed in the foregoing, a member of the Audit Committee remains available to attend each Annual General Meeting to respond to such questions.

**Christopher Legge**

Audit Committee Chairman

27 March 2014

**Manager's Report**

Brevan Howard Capital Management LP is the Manager of the Company and of the Master Fund.

**Performance Review**

The NAV of the USD share class appreciated by 2.70% in 2013, while the NAV of the Euro shares and the Sterling shares appreciated by 2.62% and 3.09% respectively in 2013.

The month-by-month NAV performance of each currency class of the Company since it commenced operations in 2007 is set out below:

<b>USD</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>Jun</b>	<b>Jul</b>	<b>Aug</b>	<b>Sep</b>	<b>Oct</b>	<b>Nov</b>	<b>Dec</b>	<b>YTD</b>
2007	–	–	0.10	0.90	0.15	2.29	2.56	3.11	5.92	0.03	2.96	0.75	20.27
2008	9.89	6.70	(2.79)	(2.48)	0.77	2.75	1.13	0.75	(3.13)	2.76	3.75	(0.68)	20.32
2009	5.06	2.78	1.17	0.13	3.14	(0.86)	1.36	0.71	1.55	1.07	0.37	0.37	18.04
2010	(0.27)	(1.50)	0.04	1.45	0.32	1.38	(2.01)	1.21	1.50	(0.33)	(0.33)	(0.49)	0.91
2011	0.65	0.53	0.75	0.49	0.55	(0.58)	2.19	6.18	0.40	(0.76)	1.68	(0.47)	12.04
2012	0.90	0.25	(0.40)	(0.43)	(1.77)	(2.23)	2.36	1.02	1.99	(0.36)	0.92	1.66	3.86
2013	1.01	2.32	0.34	3.45	(0.10)	(3.05)	(0.83)	(1.55)	0.03	(0.55)	1.35	0.40	2.70

<b>EUR</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>Jun</b>	<b>Jul</b>	<b>Aug</b>	<b>Sep</b>	<b>Oct</b>	<b>Nov</b>	<b>Dec</b>	<b>YTD</b>
2007	–	–	0.05	0.70	0.02	2.26	2.43	3.07	5.65	(0.08)	2.85	0.69	18.95
2008	9.92	6.68	(2.62)	(2.34)	0.86	2.84	1.28	0.98	(3.30)	2.79	3.91	(0.45)	21.65
2009	5.38	2.67	1.32	0.14	3.12	(0.82)	1.33	0.71	1.48	1.05	0.35	0.40	18.36
2010	(0.30)	(1.52)	0.03	1.48	0.37	1.39	(1.93)	1.25	1.38	(0.35)	(0.34)	(0.46)	0.93
2011	0.71	0.57	0.78	0.52	0.65	(0.49)	2.31	6.29	0.42	(0.69)	1.80	(0.54)	12.84
2012	0.91	0.25	(0.39)	(0.46)	(1.89)	(2.20)	2.40	0.97	1.94	(0.38)	0.90	1.63	3.63
2013	0.97	2.38	0.31	3.34	(0.10)	(2.98)	(0.82)	(1.55)	0.01	(0.53)	1.34	0.37	2.62

<b>GBP</b>	<b>Jan</b>	<b>Feb</b>	<b>Mar</b>	<b>Apr</b>	<b>May</b>	<b>Jun</b>	<b>Jul</b>	<b>Aug</b>	<b>Sep</b>	<b>Oct</b>	<b>Nov</b>	<b>Dec</b>	<b>YTD</b>
2007	–	–	0.11	0.83	0.17	2.28	2.55	3.26	5.92	0.04	3.08	0.89	20.67
2008	10.18	6.85	(2.61)	(2.33)	0.95	2.91	1.33	1.21	(2.99)	2.84	4.23	(0.67)	23.25
2009	5.19	2.86	1.18	0.05	3.03	(0.90)	1.36	0.66	1.55	1.02	0.40	0.40	18.00
2010	(0.23)	(1.54)	0.06	1.45	0.36	1.39	(1.96)	1.23	1.42	(0.35)	(0.30)	(0.45)	1.03
2011	0.66	0.52	0.78	0.51	0.59	(0.56)	2.22	6.24	0.39	(0.73)	1.71	(0.46)	12.34
2012	0.90	0.27	(0.37)	(0.41)	(1.80)	(2.19)	2.38	1.01	1.95	(0.35)	0.94	1.66	3.94
2013	1.03	2.43	0.40	3.42	(0.08)	(2.95)	(0.80)	(1.51)	0.06	(0.55)	1.36	0.41	3.09



Source: The Company's NAV data is provided by the Company's administrator, Northern Trust International Fund Administration Services (Guernsey) Limited. Monthly NAV data is unaudited and net of all investment management fees (2% annual management fee and 20% performance fee) and all other fees and expenses payable by the Company.

Shares in the Company do not necessarily trade at a price equal to the prevailing NAV per Share.

## PAST PERFORMANCE IS NOT INDICATIVE OF FUTURE RESULTS

As detailed above, the USD share class posted a small gain of 2.70% in 2013, with performance predominantly driven by three major themes. The first theme was long the "Japan Trade", namely the view that under Prime Minister Abe's stewardship policymakers in Japan were finally committed to taking extraordinary measures in order to reflate their economy. As a consequence, the Master Fund was long Japanese equity indices and short the Yen. The second theme focused on the US recovery. Believing that the US economy would outperform its trading partners and that the Federal Reserve would start to move towards reducing its extraordinarily accommodative policy stance at some point in 2013, the Master Fund went long the USD against a basket of other currencies. The final major theme was that Europe's ongoing disinflationary pressures would force the European Central Bank to cut rates, potentially through the zero bound, which led to being aggressively long European interest rates.

Over the first few months of the year, Japanese equities rallied sharply and the Yen sold off, while the USD appreciated against its trade weighted basket. The European interest rate position proved to be more volatile, with short term interest rates initially rising sharply in January before resuming their downward path through to early May. The net result of these asset price moves was an appreciation in the Master Fund's NAV of over 7% by the end of April. During the latter part of May however, a combination of stronger than expected US April employment data and Chairman Bernanke's talk about the possibility that the US Federal Reserve ("Fed") may taper asset purchases triggered substantial turmoil in financial markets that lasted several months. Trends reversed violently as market participants cut risk across multiple asset classes and a significant portion of the Master Fund's gains from earlier in the year were reduced during the period from late May to the end of October.

For the year as a whole, the Master Fund made money on the "Japan Trade" and the long USD trade despite the summer drawdown, the long European rates position proving to be the only net loser of the three major themes.

### **Commentary and Outlook**

Looking forward, the Manager sees many of the themes identified at the start of 2013 as still valid for 2014.

Japanese authorities remain determined to reflate the Japanese economy and, even if they eventually fail, will take extraordinary steps in an attempt to achieve this goal. What is possibly different this time is that Prime Minister Abe has a clear mandate to pursue his policies. At the same time, the Bank of Japan ("BOJ") Governor Kuroda has accepted the Fed's strategy of influencing real economy outcomes through the transmission mechanism of higher asset prices and the promise of prolonged zero to negative real yields. On that basis it is unlikely that the BOJ and Japanese policymakers will simply stop at what has been achieved, which is not very much relative to their goals, and just accept no further progress in terms of economic growth, higher asset prices and higher inflation.

The long European rates trade also seems to offer potential. The European Central Bank was under little pressure to take action in 2013 because of a gradual improvement in Eurozone economic sentiment and data. The Manager believes that part of this improvement was due to a reduction of fiscal drag for most European Governments as 2013 marked a pause in Eurozone Governments' attempts to pursue additional austerity or to address budget deficits. However, as the fundamental fiscal imbalances have not yet been resolved, it is likely that the fiscal stance will become more restrictive in 2014, which may lead prospects for growth to deteriorate in the latter part of the year. Should the current disinflationary pressures in Europe persist, the European Central Bank will have to take more aggressive monetary action.

Now that the Fed has finally started to exit its extraordinary asset purchase programme in the US, the Manager would expect the opportunity set to trade both US rates and the US dollar to improve markedly. The one way bet on Fed accommodation since 2008 has made trading the US dollar and US rates a frustrating exercise for the last several years. Fed policy is no longer a one way bet and the fact that the interest rate curve is as steep as it has been for decades demonstrates the broad range of expectations about future policy. As events unfold, the Manager expects the volatility and trading ranges for both the dollar and rates to expand materially, providing opportunities to take advantage of significant two-way moves in price, curve shape and option volatility. The Manager is looking forward to an opportunity rich year for rates trading in 2014.

Brevan Howard wishes to thank shareholders once again for their continued support.

Brevan Howard Capital Management LP,  
acting by its sole general partner,  
Brevan Howard Capital Management Limited.

27 March 2014

Independent Auditor's Report to the Members of BH Macro Limited

## **Opinions and conclusions arising from our audit**

### ***Opinion on financial statements***

We have audited the financial statements of BH Macro Limited (the "Company") for the year ended 31 December 2013 which comprise the Audited Statement of Assets and Liabilities, the Audited Statement of Operations, the Audited Statement of Changes in Net Assets, the Audited Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and accounting principles generally accepted in the United States of America. In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2013 and of its net increase in net assets resulting from operations for the year then ended;
- are in conformity with accounting principles generally accepted in the United States of America; and
- comply with the Companies (Guernsey) Law, 2008.

### ***Our assessment of risks of material misstatement***

The risks of material misstatement detailed in this section of this report are those risks that we have deemed, in our professional judgement, to have had the greatest effect on: the overall audit strategy; the allocation of resources in our audit; and directing the efforts of the engagement team. Our audit procedures relating to these risks were designed in the context of our audit of the financial statements as a whole. Our opinion on the financial statements is not modified with respect to any of these risks, and we do not express an opinion on these individual risks.

In arriving at our audit opinion above on the financial statements the risk of material misstatement that had the greatest effect on our audit was as follows:

Valuation of the investment in the Master Fund:

Refer to Note 3 'Significant accounting policies'

- The risk - The Company, which is a multi-class feeder fund, had invested 100% of its net assets at 31 December 2013 into the ordinary US Dollar, Euro and Sterling denominated Class B Shares issued by Brevan Howard Master Fund Limited (the "Master Fund"), which is an open ended investment company. The Company's investment holdings in the Master Fund are valued using the respective net asset value per share class as provided by the Master Fund's administrator. The valuation of the Company's investment in the Master Fund, given it represents the majority of the net assets of the company, is a significant area of our audit.
- Our response - Our audit procedures with respect to the Company's investment in the Master Fund included but were not limited to, obtaining the net asset value per share and holdings per share confirmations for each respective share class directly from the administrator of the Master Fund, obtaining reports and undertaking discussions on key audit findings with the auditor of the Master Fund and the examination of the Master Fund's coterminous audited financial statements. We also considered the Company's investment valuation policies as disclosed in Note 3 to the financial statements for compliance with accounting principles generally accepted in the United States of America.

### ***Our application of materiality and an overview of the scope of our audit***

Materiality is a term used to describe the acceptable level of precision in financial statements. Auditing standards describe a misstatement or an omission as "material" if it could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements. The auditor has to apply judgement in identifying whether a misstatement or omission is material and to do so the auditor identifies a monetary amount as "materiality for the financial statements as a whole".

The materiality for the financial statements as a whole was set at USD 67,400,000. This has been calculated using a benchmark of the Company's net assets which we believe is the key benchmark used by members of the Company in assessing financial performance.

We agreed with the audit committee to report to it all corrected and uncorrected misstatements we identified through our audit with a value in excess of USD 3,370,000 in addition to other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

Our assessment of materiality has informed our identification of significant risks of material misstatement and the associated audit procedures performed in those areas as detailed above.

Whilst the audit process is designed to provide reasonable assurance of identifying material misstatements or omissions it is not guaranteed to do so. Rather we plan the audit to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements does not exceed materiality for the financial statements as a whole. This testing requires us to conduct significant depth of work on a broad range of assets, liabilities, income and expense as well as devoting significant time of the most experienced members of the audit team, in particular the Recognised Auditor, to subjective areas of the accounting and reporting process.

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Board of Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### ***Matters on which we are required to report by exception***

Under International Standards on Auditing (UK and Ireland) we are required to report to you if, based on the knowledge we acquired during our audit, we have identified other information in the Annual Report that contains a material inconsistency with either that knowledge or the financial statements, a material misstatement of fact, or that is otherwise misleading.

In particular, we are required to report to you if:

- we have identified material inconsistencies between the knowledge we acquired during our audit and the directors' statement that they consider that the Annual Report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for members to assess the Company's performance, business model and strategy; or
- the Report of the Audit Committee does not appropriately address matters communicated by us to the audit committee.

Under the Companies (Guernsey) Law, 2008, we are required to report to you if, in our opinion:

- the Company has not kept proper accounting records; or
- the financial statements are not in agreement with the accounting records: or
- we have not received all the information and explanations, which to the best of our knowledge and belief are necessary for the purpose of our audit.

Under the Listing Rules we are required to review the part of the Corporate Governance Statement relating to the Company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review.

We have nothing to report in respect of the above responsibilities.

#### **Scope of report and responsibilities**

##### ***The purpose of this report and restrictions on its use by persons other than the Company's members as a body***

This report is made solely to the Company's members, as a body, in accordance with section 262 of the Companies (Guernsey) Law, 2008 and, in respect of any further matters on which we have agreed to report, on terms we have agreed with the Company. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

##### ***Respective responsibilities of directors and auditor***

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the UK Ethical Standards for Auditors.

**Lee Clark**

For and on behalf of KPMG Channel Islands Limited  
Chartered Accountants and Recognised Auditors

27 March 2014

Audited Statement of Assets and Liabilities  
As at 31 December 2013

	<b>31.12.13</b>	<b>31.12.12</b>
	<b>US\$'000</b>	<b>US\$'000</b>
<b>Assets</b>		
Investment in the Master Fund	2,250,257	2,180,371
Prepaid expenses	86	89
Cash and bank balances denominated in US Dollars	1,114	3,794
Cash and bank balances denominated in Euro	408	1,281
Cash and bank balances denominated in Sterling	3,166	8,863
<b>Total assets</b>	<b>2,255,031</b>	<b>2,194,398</b>
<b>Liabilities</b>		
Performance fees payable (note 4)	4,260	4,912
Management fees payable (note 4)	3,554	3,470
Accrued expenses and other liabilities	119	110
Directors' fees payable	143	135
Administration fees payable (note 4)	100	96
<b>Total liabilities</b>	<b>8,176</b>	<b>8,723</b>
<b>Net assets</b>	<b>2,246,855</b>	<b>2,185,675</b>
<b>Number of shares in issue (note 5)</b>		
US Dollar shares	24,967,761	29,613,121
Euro shares	6,792,641	7,405,670
Sterling shares	43,602,671	41,675,441
<b>Net asset value per share (notes 7 and 9)</b>		
US Dollar shares	US\$20.60	US\$20.06
Euro shares	€20.74	€20.21
Sterling shares	£21.34	£20.70

See accompanying notes to the Financial Statements.

Signed on behalf of the Board by:

**Ian Plenderleth**  
Chairman

**Christopher Legge**  
Director

27 March 2014

Audited Statement of Operations  
For the year ended 31 December 2013

	01.01.13 to 31.12.13 US\$'000	01.01.12 to 31.12.12 US\$'000
<b>Net investment income allocated from the Master Fund</b>		
Interest	50,536	41,129
Dividend income (net of withholding tax of: 31 December 2013: US\$64,270; 31 December 2012: US\$59,446)	278	432
Expenses	(45,999)	(37,812)
<b>Net investment income allocated from the Master Fund</b>	<b>4,815</b>	<b>3,749</b>
<b>Company income</b>		
Foreign exchange gains (note 3)	45,491	66,868
<b>Total Company income</b>	<b>45,491</b>	<b>66,868</b>
<b>Company expenses</b>		
Performance fees (note 4)	14,597	18,777
Management fees (note 4)	40,519	38,561
Other expenses	1,047	923
Directors' fees	538	518
Administration fees (note 4)	386	371
<b>Total Company expenses</b>	<b>57,087</b>	<b>59,150</b>
<b>Net investment (loss)/gain</b>	<b>(6,781)</b>	<b>11,467</b>
<b>Net realised and unrealised gain on investments allocated from the Master Fund</b>		
Net realised gain on investments	134,006	163,261
Net unrealised loss on investments	(21,881)	(27,393)
<b>Net realised and unrealised gain on investments allocated from the Master Fund</b>	<b>112,125</b>	<b>135,868</b>
<b>Net increase in net assets resulting from operations</b>	<b>105,344</b>	<b>147,335</b>

See accompanying notes to the Financial Statements.

Audited Statement of Changes in Net Assets  
For the year ended 31 December 2013

	01.01.13 to 31.12.13 US\$'000	01.01.12 to 31.12.12 US\$'000
<b>Net increase in net assets resulting from operations</b>		
Net investment (loss)/gain	(6,781)	11,467
Net realised gain on investments allocated from the Master Fund	134,006	163,261
Net unrealised loss on investments allocated from the Master Fund	(21,881)	(27,393)
	<b>105,344</b>	<b>147,335</b>
<b>Share capital transactions</b>		
<b>Partial capital return</b>		
US Dollar shares	(10,248)	(1,306)
Euro shares	(3,054)	(763)
Sterling shares	(30,862)	(632)
	<b>(44,164)</b>	<b>(2,701)</b>

<b>Net increase in net assets</b>	<b>61,180</b>	<b>144,634</b>
<b>Net assets at the beginning of the year</b>	<b>2,185,675</b>	<b>2,041,041</b>
<b>Net assets at the end of the year</b>	<b>2,246,855</b>	<b>2,185,675</b>

See accompanying notes to the Financial Statements.

Audited Statement of Cash Flows  
For the year ended 31 December 2013

	<b>01.01.13 to 31.12.13 US\$'000</b>	<b>01.01.12 to 31.12.12 US\$'000</b>
<b>Cash flows from operating activities</b>		
Net increase in net assets resulting from operations	105,344	147,335
Adjustments to reconcile net (decrease)/increase in net assets resulting from operations to net cash provided by/(used in) operating activities:		
Net investment income allocated from the Master Fund	(4,815)	(3,749)
Net realised gain on investments allocated from the Master Fund	(134,006)	(163,261)
Net unrealised loss on investments allocated from the Master Fund	21,881	27,393
Purchase of investment in the Master Fund	(14,061)	(3,203)
Proceeds from sale of investment in the Master Fund	106,606	69,100
Foreign exchange gains	(45,491)	(66,868)
Decrease/(Increase) in prepaid expenses	3	(35)
(Decrease)/Increase in performance fees payable	(652)	3,172
Increase in management fees payable	84	170
Increase in accrued expenses and other liabilities	9	38
Increase in directors' fees payable	8	16
Increase in administration fees payable	4	3
<b>Net cash provided by operating activities</b>	<b>34,914</b>	<b>10,111</b>
<b>Cash flows from financing activities</b>		
Partial capital return	(44,164)	(2,701)
<b>Net cash used in financing activities</b>	<b>(44,164)</b>	<b>(2,701)</b>
<b>Change in cash</b>	<b>(9,250)</b>	<b>7,410</b>
<b>Cash, beginning of the year</b>	<b>13,938</b>	<b>6,528</b>
<b>Cash, end of the year</b>	<b>4,688</b>	<b>13,938</b>
<b>Cash, end of the year</b>		
Cash and bank balances denominated in US Dollars	1,114	3,794
Cash and bank balances denominated in Euro	408	1,281
Cash and bank balances denominated in Sterling	3,166	8,863
	<b>4,688</b>	<b>13,938</b>

See accompanying notes to the Financial Statements.

Notes to the Audited Financial Statements  
For the year ended 31 December 2013

## 1. The Company

The Company is a limited liability closed-ended investment company incorporated in Guernsey on 17 January 2007 for an unlimited period, with registration number 46235.

The Company was admitted to a Secondary Listing (Chapter 14) on the Official List of the London Stock Exchange on 14 March 2007. On 11 March 2008, the Company migrated from the Secondary Listing to a Primary Listing pursuant to Chapter 15 of the Listing Rules of the UK Listing Authority. As a result of changes to the UK Listing Regime, the Company's Primary Listing became a Premium Listing with effect from 6 April 2010.

As of 20 October 2008 the Company obtained a Secondary Listing on the Bermuda Stock Exchange and with effect from 11 November 2008, the US Dollar shares of the Company were admitted to a Secondary Listing on NASDAQ Dubai.

The Company offers multiple classes of ordinary shares, which differ in terms of currency of issue. To date, ordinary shares have been issued in US Dollar, Euro and Sterling.

## **2. Organisation**

The Company is organised as a feeder fund and seeks to achieve its investment objective by investing all of its investable assets, net of short-term working capital requirements, in the ordinary US Dollar, Euro and Sterling denominated Class B shares issued by the Master Fund, and, as such, the Company is directly and materially affected by the performance and actions of the Master Fund.

As such the accounts of the Company should be read in conjunction with the Annual Audited Financial Statements of the Master Fund which can be found on the Company's website, [www.bhmacro.com](http://www.bhmacro.com).

The Master Fund is an open-ended investment company with limited liability formed under the laws of the Cayman Islands on 22 January 2003. The investment objective of the Master Fund is to generate consistent long-term appreciation through active leveraged trading and investment on a global basis. The Master Fund employs a combination of investment strategies that focus primarily on economic change and monetary policy and market inefficiencies. The underlying philosophy is to construct strategies, often contingent in nature with superior risk/return profiles, whose outcome will often be crystallised by an expected event occurring within a pre-determined period of time. New trading strategies will be added as investment opportunities present themselves.

At the date of these Financial Statements, there were two other feeder funds in operation in addition to the Company that invest all of their assets (net of working capital) in the Master Fund.

Off-balance sheet, market and credit risks of the Master Fund's investments and activities are discussed in the notes to the Master Fund's Financial Statements. The Company's investment in the Master Fund exposes it to various types of risk, which are associated with the financial instruments and markets in which the Brevan Howard underlying funds invest. Market risk represents the potential loss in value of financial instruments caused by movements in market factors including, but not limited to, market liquidity, investor sentiment and foreign exchange rates.

### **The Manager**

Brevan Howard Capital Management LP (the "Manager") is the manager of the Company. The Manager is a Jersey limited partnership, the general partner of which is Brevan Howard Capital Management Limited, a Jersey limited company (the "General Partner"). The General Partner is regulated in the conduct of fund services business by the Jersey Financial Services Commission pursuant to the Financial Services (Jersey) Law 1998 and the Orders made thereunder.

The Manager also manages the Master Fund and in that capacity, as at the date of these Financial Statements, has delegated the function of investment management of the Master Fund to Brevan Howard Asset Management LLP, Brevan Howard (Hong Kong) Limited, Brevan Howard (Israel) Limited, Brevan Howard Investment Products Limited, Brevan Howard US Investment Management LP, DW Investment Management, LP and BH-DG Systematic Trading LLP.

## **3. Significant accounting policies**

The Annual Audited Financial Statements, which give a true and fair view, are prepared in conformity with accounting principles generally accepted in the United States of America and comply with the Companies (Guernsey) Law, 2008. The functional and reporting currency of the Company is US Dollars.

The following are the significant accounting policies adopted by the Company:

### **Valuation of investments**

The Company records its investment in the Master Fund at fair value. Fair value is determined as the Company's proportionate share of the Master Fund's net assets. At 31 December 2013 the Company's US Dollar, Euro and Sterling capital accounts represented 2.12%, 0.79% and 6.48% respectively of the Master Fund's capital (at 31 December 2012: 2.48%, 0.83% and 5.84%). At 31 December 2013 the Company is the sole investor in the Master Fund's ordinary US

Dollar, Euro, Sterling Class B shares which represents 189,030 shares, 51,331 shares and 326,136 shares (at 31 December 2012: 228,760, 57,094 and 318,225), respectively.

### **Fair value measurement**

Accounting Standards Codification (“ASC”) Topic 820 defines fair value as the price that the Company would receive upon selling a security in an orderly transaction to an independent buyer in the principal or most advantageous market of the security.

ASC 820 establishes a three-level hierarchy to maximise the use of observable market data and minimise the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value. Inputs may be observable or unobservable.

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the reporting entity.

Unobservable inputs are inputs that reflect the reporting entity’s own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

Level 1 – Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgement.

Level 2 – Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. Inputs may include price information, volatility statistics, specific and broad credit data, liquidity statistics, and other factors. A financial instrument’s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes “observable” requires significant judgement by the Company’s Directors. The Directors consider observable data to be that market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The categorisation of a financial instrument within the hierarchy is based upon the pricing transparency of the instrument and does not necessarily correspond to the Directors’ perceived risk of that instrument.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Directors’ own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Directors use prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy.

The valuation and classification of securities held by the Master Fund is discussed in the notes to the Master Fund’s Financial Statements which are available on the Company’s website, [www.bhmacro.com](http://www.bhmacro.com).

### **Income and expenses**

The Company records monthly its proportionate share of the Master Fund’s income, expenses and realised and unrealised gains and losses. In addition, the Company accrues its own income and expenses.

### **Use of estimates**

The preparation of Financial Statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of those Financial Statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.



### **Share issue expenses**

During 2007, share issue expenses of US\$42,220,026 (the "Offer Costs") were borne by the Manager and were payable by the Company to the Manager should the management agreement terminate for certain grounds in whole or with respect to any class of share during the period ending on the seventh anniversary of admission, being 14 March 2014. No termination and no repayment occurred during this period.

Pursuant to the terms of the Management Agreement dated 13 February 2009, the Company would have had to repay to the Manager a fraction of these Offer Costs for every US Dollar by which repurchases, redemptions or cancellations of the Company's shares on or before 14 March 2014 reduce the Current US Dollar NAV of the Company below its NAV at the time of the Company's listing, being US\$1,080,740,459.

The Directors considered the likelihood of this contingent liability crystallising as remote and hence no provision has been made within these Financial Statements.

The Directors confirm there are no other contingent liabilities that require disclosure or provision.

### **Leverage**

The Manager has discretion, subject to the prior approval of a majority of the independent Directors, to employ leverage for and on behalf of the Company by way of borrowings to effect share purchases or share buy-backs, to satisfy working capital requirements and to finance further investments in the Master Fund.

The Company may borrow up to 20% of its NAV, calculated as at the time of borrowing. Additional borrowing over 20% of NAV may only occur if approved by an ordinary resolution of the shareholders.

### **Foreign exchange**

Investment securities and other assets and liabilities of the Sterling and Euro share classes are translated into US Dollars, the Company's reporting currency, using exchange rates at the reporting date. Transactions reported in the Audited Statement of Operations are translated into US Dollar amounts at the date of such transactions. The share capital and other capital reserve accounts are translated at the historic rate ruling at the date of the transaction. Exchange differences arising on translation are included in the Audited Statement of Operations. This adjustment has no effect on the value of net assets allocated to the individual share classes.

### **Cash and Bank Balances**

Cash and bank balances comprise cash on hand and demand deposits.

### **Allocation of results of the Master Fund**

Net realised and unrealised gains/losses of the Master Fund are allocated to the Company's share classes based upon the percentage ownership of the equivalent Master Fund class.

### **Treasury shares**

Where the Company purchases its own share capital, the consideration paid, which includes any directly attributable costs, is recognised as a deduction from equity shareholders' funds through the Company's reserves.

When such shares are subsequently sold or reissued to the market, any consideration received, net of any directly attributable incremental transaction costs, is recognised as an increase in equity shareholders' funds through the Share capital account. Where the Company cancels treasury shares, no further adjustment is required to the Share capital account of the Company at the time of cancellation. Shares held in treasury are excluded from calculations when determining NAV per share as detailed in note 7 or in the Financial Highlights in note 9.

## **4. Management, performance and administration fees**

### **Management and performance fee**

The Company has entered into a management agreement with the Manager to manage the Company's investment portfolio. The Manager receives a management fee of 1/12 of 2% (or a pro rata proportion thereof) per month of the closing NAV (before deduction of that month's management fee and before making any deduction for any accrued performance fee) as at the last valuation day in each month, payable monthly in arrears. The investment in the Class B shares of the Master Fund is not subject to management fees, but is subject to an operational service fee payable to the Manager of 1/12 of 0.5% per month of the NAV. During the year ended 31 December 2013, US\$40,519,203 (31 December 2012: US\$38,561,011) was earned by the Manager as management fees. At 31 December 2013, US\$3,553,603 (31 December 2012: US\$3,470,086) of the fee remained outstanding.

The Manager is also entitled to an annual performance fee for each share class. The performance fee is equal to 20% of the appreciation in the NAV per share of that class during that calculation period which is above the base NAV per share of that class. The base NAV per share is the greater of the NAV per share of the relevant class at the time of issue of such share and the highest NAV per share achieved as at the end of any previous calculation period. The Manager will be paid an estimated performance fee on the last day of the calculation period. Within 15 business days following the end of the calculation period, any difference between the actual performance fee and the estimated amount will be paid to or refunded by the Manager, as appropriate. The investment in the Class B shares of the Master Fund is not subject to performance fees.

The portion of any performance fee accrued in respect of a class of shares that relates to the portion of shares of the relevant class which are redeemed, repurchased or cancelled during the calculation period will crystallise and shall be paid to the Manager as at the date of redemption, repurchase or cancellation. Where a portion of any performance fee accrued in respect of a class of shares crystallises as a result of the conversion of shares of that class into shares of another class, that portion of the performance fee shall be paid to the Manager at the same time as any performance fees in respect of the entire relevant calculation period. During the year ended 31 December 2013, US\$14,597,266 (31 December 2012: US\$18,777,034) was earned by the Manager as performance fees. At 31 December 2013 US\$4,259,507 (31 December 2012: US\$4,911,927) of the fee remained outstanding.

The Master Fund may hold investments in other funds managed by the Manager. To ensure that shareholders of the Company are not subject to two tiers of fees, the fees paid to the Manager as outlined above are reduced by the Company's share of any fees paid to the Manager by the underlying Master Fund investments, managed by the Manager.

The management agreement may be terminated by either party giving the other party not less than 24 months written notice. In certain circumstances the Company will be obliged to pay compensation to the Manager of the aggregate management fees which would otherwise have been payable during the 24 months following the date of such notice and the aggregate of any accrued performance fee in respect of the current Calculation Period. Compensation is not payable if more than 24 months notice of termination is given.

#### **Administration fee**

The Company has appointed Northern Trust International Fund Administration Services (Guernsey) Limited as Administrator and Corporate Secretary. The Administrator is paid fees based on the NAV of the Company, payable quarterly. The fee is at a rate of 0.015% of the average month end NAV of the Company, subject to a minimum fee of £67,500 per annum. In addition to the NAV based fee the Administrator is also entitled to an annual fee of £36,000 for certain additional administration services. The Administrator is entitled to be reimbursed out-of-pocket expenses incurred in the course of carrying out its duties as Administrator. During the year ended 31 December 2013, US\$385,520 (31 December 2012: US\$371,500) was earned by the Administrator as administration fees. At 31 December 2013, US\$99,771 (31 December 2012: \$96,455) of the fee remained outstanding.

## **5. Share capital**

### **Issued and authorised share capital**

The Company has the authority to issue an unlimited number of ordinary shares with no par value and an unlimited number of shares with a par value. Shares may be divided into at least three classes denominated in US Dollars, Euro and Sterling. Further issue of shares may be made in accordance with the Articles. Shares may be issued in differing currency classes of ordinary redeemable shares including C shares. The treasury shares have arisen as a result of the discount management programme as described in note 8.

#### **For the year to 31 December 2013**

	<b>US Dollar shares</b>	<b>Euro shares</b>	<b>Sterling shares</b>
<b>Number of ordinary shares</b>			
<b>In issue at 1 January 2013</b>	<b>29,613,121</b>	<b>7,405,670</b>	<b>41,675,441</b>
Share conversions	(4,113,152)	(492,719)	2,949,914
Partial capital return	(532,208)	(120,310)	(1,022,684)
<b>In issue at 31 December 2013</b>	<b>24,967,761</b>	<b>6,792,641</b>	<b>43,602,671</b>
<b>Number of treasury shares</b>			
<b>In issue at 1 January 2013</b>	<b>3,058,476</b>	<b>522,013</b>	<b>877,595</b>
Shares cancelled	(850,000)	–	–
<b>In issue at 31 December 2013</b>	<b>2,208,476</b>	<b>522,013</b>	<b>877,595</b>

<b>Percentage of class</b>	<b>8.13%</b>	<b>7.14%</b>	<b>1.97%</b>
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#### For the year to 31 December 2012

	<b>US Dollar shares</b>	<b>Euro shares</b>	<b>Sterling shares</b>
<b>Number of ordinary shares</b>			
<b>In issue at 1 January 2012</b>	<b>30,428,658</b>	<b>9,467,331</b>	<b>39,634,764</b>
Share conversions	(744,066)	(2,028,181)	2,062,415
Partial capital return	(71,471)	(33,480)	(21,738)
<b>In issue at 31 December 2012</b>	<b>29,613,121</b>	<b>7,405,670</b>	<b>41,675,441</b>

#### Number of treasury shares

<b>In issue at 1 January 2012</b>	<b>3,058,476</b>	<b>972,013</b>	<b>877,595</b>
Sale of treasury shares	–	–	–
Shares cancelled	–	(450,000)	–
<b>In issue at 31 December 2012</b>	<b>3,058,476</b>	<b>522,013</b>	<b>877,595</b>
<b>Percentage of class</b>	<b>9.36%</b>	<b>6.58%</b>	<b>2.06%</b>

	<b>US Dollar shares</b>	<b>Euro shares</b>	<b>Sterling shares</b>	<b>Company Total</b>
	<b>US\$'000</b>	<b>€'000</b>	<b>£'000</b>	<b>US\$'000</b>
<b>Share premium account</b>				
At 31 December 2012	53,883	31,754	17,188	133,549
<b>At 31 December 2013</b>	<b>53,883</b>	<b>31,754</b>	<b>17,188</b>	<b>133,549</b>

#### Share classes

In respect of each class of shares a separate class account has been established in the books of the Company. An amount equal to the aggregate proceeds of issue of each share class has been credited to the relevant class account. Any increase or decrease in the NAV of the Master Fund US Dollar shares, Master Fund Euro shares and Master Fund Sterling shares as calculated by the Master Fund is allocated to the relevant class account in the Company. Each class account is allocated those costs, pre-paid expenses, losses, dividends, profits, gains and income which the Directors determine in their sole discretion relate to a particular class.

#### Voting rights of shares

Ordinary shares carry the right to vote at general meetings of the Company and to receive any dividends, attributable to the ordinary shares as a class, declared by the Company and, in a winding-up will be entitled to receive, by way of capital, any surplus assets of the Company attributable to the ordinary shares as a class in proportion to their holdings remaining after settlement of any outstanding liabilities of the Company.

As prescribed in the Company's Articles, the different classes of ordinary shares have different values attributable to their votes. The attributed values have been calculated on the basis of the Weighted Voting Calculation (as described in the Articles) which takes into account the prevailing exchange rates on the date of initial issue of ordinary shares. On a vote, a single US Dollar ordinary share has 0.7606 votes, a single Euro ordinary share has one vote and a single Sterling ordinary share has 1.4710 votes.

Treasury shares do not have any voting rights.

#### Repurchase of ordinary shares

The Directors have been granted authority to purchase in the market up to 14.99% of each class of shares and they intend to seek annual renewal of this authority from shareholders which was last granted on 10 June 2013. The Directors may, at their discretion, utilise this share repurchase authority to address any imbalance between the supply of and demand for shares.

Under the Company's Articles, shareholders of a class of shares also have the ability to call for repurchase of that class of shares in certain circumstances. See note 8 for further details.

#### Further issue of shares

As approved by the shareholders at the Annual General Meeting held on 10 June 2013, the Directors have the power to issue further shares totalling 9,475,901 US Dollar shares, 2,363,276 Euro shares and 13,738,119 Sterling shares respectively. This power expires fifteen months after the passing of the resolution or on the conclusion of the next Annual

General Meeting of the Company, whichever is earlier, unless such power is varied, revoked or renewed prior to that Meeting by a resolution of the Company in general meeting.

### **Distributions**

The Master Fund has not previously paid dividends to its investors and does not expect to do so in the future. Therefore, the Directors of the Company do not expect to declare any dividends. This does not prevent the Directors of the Company from declaring a dividend at any time in the future if the Directors consider payment of a dividend to be appropriate in the circumstances. If the Directors declare a dividend, such dividend will be paid on a per class basis.

As announced on 15 January 2014, the Company intends to be operated in such a manner to ensure that its shares are not categorised as non-mainstream pooled investments. This may mean that the Company may pay dividends in respect of any income that it receives or is deemed to receive for UK tax purposes so that it would qualify as an investment trust if it were UK tax-resident.

Further, the Company will first apply any such income in payment of its management and performance fees.

Treasury shares are not entitled to distributions.

### **Annual redemption offer**

Once in every calendar year the Directors may, in their absolute discretion, determine that the Company shall make an offer to redeem such number of shares of the Company in issue as they may determine provided that the maximum amount distributed does not exceed 100% of the increase in NAV of the Company in the prior calendar year.

The Directors shall, in their absolute discretion, determine the particular class or classes of shares in respect of which an Annual Redemption Offer will be made, the timetable for that Annual Redemption Offer and the price at which the shares of each relevant class will be redeemed.

Whether a partial return of capital is made in any particular year and, if so, the amount of the return, may 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.

Shareholders will be able to decide at that time whether to elect to participate in the capital return on the basis of the then prevailing market conditions.

During the year ended 31 December 2013, the Company announced an offer for a partial capital return to shareholders of an amount equal to 100% of the NAV growth during the 2012 calendar year for each class of its shares (less certain costs and provisions). The partial capital return allowed shareholders to elect to have shares redeemed at a price equal to the NAV for the relevant class of shares as at 31 December 2012, discounted by 4%. The record date for participation in the partial capital return was 31 January 2013.

On 8 March 2013 the following number of each share class of shares were redeemed and cancelled pursuant to the partial capital return:

- 532,208 US Dollar shares at a redemption price of \$19.2557 equalling a gross redemption of \$10,248,038;
- 120,310 Euro shares at a redemption price of €19.4042 equalling a gross redemption of €2,334,519;
- 1,022,684 Sterling shares at a redemption price of £19.8744 equalling a gross redemption of £20,325,231.

### **Share conversion scheme**

The Company has implemented a Share Conversion Scheme. The scheme provides shareholders with the ability to convert some or all of their ordinary shares in the Company of one class into ordinary shares of another class. Shareholders are able to convert ordinary shares on the last business day of every month. Each conversion will be based on the NAV (note 7) of the shares of the class to be converted.

## **6. Taxation**

### **Overview**

The Company is exempt from taxation in Guernsey under the provisions of the Income Tax (Exempt Bodies) (Guernsey) Ordinance 1989.

### **Uncertain tax positions**

The Company recognises the tax benefits of uncertain tax positions only where the position is more-likely-than-not (i.e. greater than 50%) to be sustained assuming examination by a tax authority based on the technical merits of the position. In evaluating whether a tax position has met the recognition threshold, the Company must presume that the position will be examined by the appropriate taxing authority that has full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured to determine the amount of benefit to recognise in the Company's Financial Statements. Income tax and related interest and penalties would be recognised by the Company as tax expense in the Statement of Operations if the tax positions were deemed not to meet the more-likely-than-not threshold.

The Company analyses all open tax years for all major taxing jurisdictions. Open tax years are those that are open for examination by taxing authorities, as defined by the Statute of Limitations in each jurisdiction. The Company identifies its major tax jurisdictions as the Cayman Islands and foreign jurisdictions where the Company makes significant investments. The Company has no examinations by tax authorities in progress.

The Directors have analysed the Company's tax positions, and have concluded that no liability for unrecognised tax benefits should be recorded related to uncertain tax positions. Further, the Directors are not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognised tax benefits will significantly change in the next twelve months.

## **7. Publication and calculation of net asset value**

The NAV of the Company is equal to the value of its total assets less its total liabilities. The NAV per share of each class will be calculated by dividing the NAV of the relevant class account by the number of shares of the relevant class in issue on that day.

The Company publishes the NAV per share for each class of shares as calculated by the Administrator based in part on information provided by the Master Fund, monthly in arrears, as at each month-end.

The Company also publishes an estimate of the NAV per share for each class of shares as calculated by the Administrator based in part on information provided by the Master Fund, weekly in arrears.

## **8. Discount management programme**

The Company's discount management programme includes the ability to make market purchases of shares and the obligation to propose class closure resolutions if, in any fixed discount management period (1 January to 31 December each year), the average daily closing market price of the relevant class of shares during such period is 10% or more below the average NAV per share of the relevant class taken over the 12 monthly NAV Determination Dates in that fixed discount management period, as described more fully in the Company's principal documents.

In the event a class closure resolution is passed, shareholders in the relevant class will have the following options offered to them:

- (i) to redeem all or some of their shares at NAV per share less a proportion of the costs and expenses of the class closure vote and other outstanding costs and expenses of the Company attributable to the relevant class (including, if relevant, any redemption fees and repayment of Offer Costs as described in note 3);
- (ii) subject to certain limitations, to convert all or some of their shares into shares of another class, assuming that other class does not also pass a class closure resolution; or
- (iii) subject to the class continuing, to remain in the class. These provisions are disclosed in more detail in the Company's Articles.

If all classes vote in favour, the Company will be wound up.

The Annual Redemption Offer described in note 5 which enables a partial return of capital is also part of the discount management programme.

The discount management measures will be funded by partial redemptions of the Company's investment in the Master Fund.

During the year the Company did not make use of its ability to make market purchases of its shares.

The total number of shares held in treasury at 31 December 2013 are as disclosed in note 5 and note 11.

## 9. Financial highlights

The following tables include selected data for a single ordinary share of each of the ordinary share classes in issue at the year end and other performance information derived from the Financial Statements.

The per share amounts and ratios which are shown reflect the income and expenses of the Company for each class of ordinary share.

	31.12.13 US Dollar shares US\$	31.12.13 Euro shares €	31.12.13 Sterling shares £
<b>Per share operating performance</b>			
<b>Net asset value at beginning of the year</b>	<b>20.06</b>	<b>20.21</b>	<b>20.70</b>
<b>Income from investment operations</b>			
Net investment loss*	(0.54)	(0.51)	(0.50)
Net realised and unrealised gain on investment	1.15	1.11	1.07
Other capital items**	(0.07)	(0.07)	0.07
<b>Total return</b>	<b>0.54</b>	<b>0.53</b>	<b>0.64</b>
<b>Net asset value, end of the year</b>	<b>20.60</b>	<b>20.74</b>	<b>21.34</b>
Total return before performance fee	3.48%	3.29%	3.78%
Performance fee	(0.75%)	(0.69%)	(0.68%)
<b>Total return after performance fee</b>	<b>2.73%</b>	<b>2.60%</b>	<b>3.10%</b>

Total return reflects the net return for an investment made at the beginning of the year and is calculated as the change in the NAV per ordinary share during the period from 1 January 2013 to 31 December 2013. An individual shareholder's return may vary from these returns based on the timing of their purchase or sale of shares.

	31.12.13 US Dollar shares US\$'000	31.12.13 Euro shares €'000	31.12.13 Sterling shares £'000
<b>Supplemental data</b>			
<b>Net asset value, end of the year</b>	<b>514,307</b>	<b>140,892</b>	<b>930,612</b>
<b>Average net asset value for the year</b>	<b>571,738</b>	<b>146,903</b>	<b>898,052</b>

	31.12.13 US Dollar shares	31.12.13 Euro shares	31.12.13 Sterling shares
<b>Ratio to average net assets</b>			
<b>Operating expenses</b>			
Company expenses***	1.94%	1.95%	1.95%
Master Fund expenses****	0.93%	0.93%	0.93%
Master Fund interest expense*****	1.18%	1.18%	1.18%
Performance fee	0.63%	0.65%	0.69%
	<b>4.68%</b>	<b>4.71%</b>	<b>4.75%</b>
<b>Net investment loss before performance fees*</b>	<b>(1.71%)</b>	<b>(1.73%)</b>	<b>(1.74%)</b>
<b>Net investment loss after performance fees*</b>	<b>(2.34%)</b>	<b>(2.38%)</b>	<b>(2.43%)</b>

	31.12.12 US Dollar shares US\$	31.12.12 Euro shares €	31.12.12 Sterling shares £
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<b>Per share operating performance</b>			
<b>Net asset value at beginning of the year</b>	<b>19.31</b>	<b>19.50</b>	<b>19.92</b>
<b>Income from investment operations</b>			
Net investment loss*	(0.51)	(0.55)	(0.53)
Net realised and unrealised gain on investment	1.26	1.24	1.31
Other capital items**	–	0.02	–
<b>Total return</b>	<b>0.75</b>	<b>0.71</b>	<b>0.78</b>
<b>Net asset value, end of the year</b>	<b>20.06</b>	<b>20.21</b>	<b>20.70</b>
Total return before performance fee	4.74%	4.45%	4.84%
Performance fee	(0.88%)	(0.82%)	(0.90%)
<b>Total return after performance fee</b>	<b>3.86%</b>	<b>3.63%</b>	<b>3.94%</b>

Total return reflects the net return for an investment made at the beginning of the year and is calculated as the change in the NAV per ordinary share during the year from 1 January 2012 to 31 December 2012. An individual shareholder's return may vary from these returns based on the timing of their purchase or sale of shares.

	31.12.12 US Dollar shares US\$'000	31.12.12 Euro shares €'000	31.12.12 Sterling shares £'000
<b>Supplemental data</b>			
<b>Net asset value, end of the year</b>	<b>593,980</b>	<b>149,689</b>	<b>862,788</b>
<b>Average net asset value for the year</b>	<b>582,310</b>	<b>164,437</b>	<b>813,795</b>

	31.12.12 US Dollar shares	31.12.12 Euro shares	31.12.12 Sterling shares
<b>Ratio to average net assets</b>			
<b>Operating expenses</b>			
Company expenses***	1.93%	1.92%	1.94%
Master Fund expenses****	0.80%	0.80%	0.80%
Master Fund interest expense*****	1.01%	1.00%	1.01%
Performance fee	0.86%	0.74%	0.94%
	<b>4.60%</b>	<b>4.46%</b>	<b>4.69%</b>
<b>Net investment loss before performance fees*</b>	<b>(1.75%)</b>	<b>(1.75%)</b>	<b>(1.76%)</b>
<b>Net investment loss after performance fees*</b>	<b>(2.61%)</b>	<b>(2.49%)</b>	<b>(2.70%)</b>

## Notes

\* The net investment loss figures disclosed above, does not include net realised and unrealised gains/losses on investments allocated from the Master Fund.

\*\* Included in other capital items are the discounts and premiums on conversions between share classes and on the sale of treasury shares as well as any partial capital return effected in the relevant period as compared to the NAV per share at the beginning of the year.

\*\*\* Company expenses are as disclosed in the Audited Statement of Operations excluding the performance fee.

\*\*\*\* Master Fund expenses are the operating expenses of the Master Fund excluding the interest and dividend expenses of the Master Fund.

\*\*\*\*\* Master Fund interest expense includes interest and dividend expenses on investments sold short.

## 10. Related party transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial or operational decisions.

Management and performance fees are disclosed in note 4.

Directors' fees are disclosed in the Directors' Remuneration Report.

Directors' interests are disclosed in the Directors' Report and also in the Board Members section.

## 11. Subsequent events

The Directors have evaluated subsequent events up to 27 March 2014, which is the date that the Financial Statements were available to be issued, and have concluded there are no further items that require disclosure or adjustment to the Financial Statements other than those listed below.

Subsequent to the year end and up to the date of this report, the Company purchased the following amount of shares to be held as treasury shares:

Treasury shares	Number of shares purchased	Cost (US\$)	Cost (in currency)
US Dollar shares	255,057	4,779,838	US\$4,779,838
Sterling shares	424,470	13,712,624	£8,256,770
Euro shares	67,757	1,767,639	€1,276,577

Following the purchase of shares, the Company held 2,463,533, US Dollar shares, 1,302,065 Sterling shares and 598,770 Euro shares as treasury shares as at 27 March 2014.

On 14 March 2014, Offer Costs were no longer due to the Manager as the Company reached the seventh anniversary of admission without terminating the management agreement.

No further subsequent events have occurred.

## Historic Performance Summary

As at 31 December 2013

	31.12.13 US\$'000	31.12.12 US\$'000	31.12.11 US\$'000	31.12.10 US\$'000	31.12.09 US\$'000
<b>Net increase/(decrease) in net assets resulting from operations</b>	<b>105,344</b>	<b>147,335</b>	<b>217,363</b>	<b>(40,173)</b>	<b>342,882</b>
<b>Total assets</b>	<b>2,255,031</b>	<b>2,194,398</b>	<b>2,046,365</b>	<b>1,827,306</b>	<b>1,863,160</b>
<b>Total liabilities</b>	<b>(8,176)</b>	<b>(8,723)</b>	<b>(5,324)</b>	<b>(3,628)</b>	<b>(3,509)</b>
<b>Net assets</b>	<b>2,246,855</b>	<b>2,185,675</b>	<b>2,041,041</b>	<b>1,823,678</b>	<b>1,859,651</b>

## Number of shares in issue

US Dollar shares	24,967,761	29,613,121	30,428,658	31,841,026	40,728,777
Euro shares	6,792,641	7,405,670	9,467,331	14,780,360	17,280,342
Sterling shares	43,602,671	41,675,441	39,634,764	34,283,784	26,356,443

## Net asset value per share

US Dollar shares	US\$20.60	US\$20.06	US\$19.31	US\$17.24	US\$17.08
Euro shares	€20.74	€20.21	€19.50	€17.29	€17.13
Sterling shares	£21.34	£20.70	£19.92	£17.73	£17.55

## Affirmation of the Commodity Pool Operator

31 December 2013



I affirm to the best of my knowledge and belief, the information contained in the financial statements of BH Macro Limited for the year ended 31 December 2013 is accurate and complete.

Name: David Barton  
Title: Head of Legal and Authorised Signatory

Brevan Howard Capital Management Limited as general partner of Brevan Howard Capital Management LP, the manager and commodity pool operator of BH Macro Limited

27 March 2014

## **Company Information**

### **Directors**

Ian Plenderleith (Chairman)\*

Huw Evans\*

Anthony Hall\*

Christopher Legge (Senior Independent Director)\*

Talmi Morgan

Stephen Stonberg

*(All Directors are non-executive)*

*\* These Directors are independent for the purpose of Listing Rule 15.2.12-A.*

### **Registered Office**

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

### **Manager**

Brevan Howard Capital Management LP  
6th Floor  
37 Esplanade  
St Helier  
Jersey  
Channel Islands JE2 3QA

### **Administrator and Corporate Secretary**

Northern Trust International Fund  
Administration Services (Guernsey) Limited  
PO Box 255  
Trafalgar Court  
Les Banques  
St Peter Port  
Guernsey  
Channel Islands GY1 3QL

### **Independent Auditor**

KPMG Channel Islands Limited  
20 New Street  
St Peter Port  
Guernsey  
Channel Islands GY1 4AN

**Registrar and CREST Service Provider**

Computershare Investor Services (Guernsey) Limited  
3rd Floor  
Natwest House  
Le Truchot  
St Peter Port  
Guernsey  
Channel Islands GY1 1WD

**Legal Advisors (Guernsey Law)**

Carey Olsen  
Carey House  
Les Banques  
St Peter Port  
Guernsey  
Channel Islands GY1 4BZ

**Legal Advisors (UK and US Law)**

Freshfields Bruckhaus Deringer LLP  
65 Fleet Street  
London EC4Y 1HS

**Corporate Broker**

JPMorgan Cazenove Limited  
25 Bank Street  
Canary Wharf  
London E14 5JP

For the latest information

**[www.bhmacro.com](http://www.bhmacro.com)**

The Annual Report and Audited Financial Statements of BH Macro Limited and the Annual Audited Financial Statements of Brevan Howard Master Fund Limited will shortly be available on BH Macro's website [www.bhmacro.com](http://www.bhmacro.com)