Vilhena Funds SICAV p.l.c.

COMPANY ANNOUNCEMENT

In terms of Article 22 of the Articles of Association

Vilhena Funds SICAV p.l.c. announces that the Extraordinary General Meeting of the Company was held at Portomaso Suite, Hilton Malta Hotel, St. Julians, Malta on Friday, 11 August 2023 at 2:00pm.

With reference to Company Announcement VIL240 published on 26th July 2023, the resolution submitted for the shareholder approval failed to obtain the required majority of votes as stipulated under the Maltese Companies Act (Chapter 386 of the Laws of Malta) the Companies Act. In accordance with Article 135 of the Companies Act the Board of Directors is therefore hereby informing that a Second Extraordinary General Meeting to propose the same extraordinary resolution shall be held at the Grandmasters Suite, Hilton Malta Hotel, St. Julians, Malta on Friday, 1 September 2023 at 2:00pm for the purpose of considering and, if thought fit, approving the resolutions set out below:

AGENDA

EXTRAORDINARY RESOLUTION

Amendments to the Company's Memorandum and Articles of Association

That, subject to MFSA approval, the Memorandum and Articles of Association of the Company be and are hereby amended in their entirety in order to give effect to the changes set out in Annex A hereof, provided that the directors of the Company be and are hereby further authorised to make such non-material amendments to the clauses of the Memorandum and Articles of Association set out in Annex A.

The Company Secretary be and is hereby authorised to execute and submit the amended Memorandum and Articles of Association to the relative competent authorities and to do all that is necessary, conducive, desirable, or incidental to the putting into effect of the resolution above described.

By order of the Board.

Ms Simone Braddick
For and on behalf of
BOV Fund Services Limited
Company Secretary

22nd August 2023

Vilhena Funds SICAV p.l.c., Premium Banking Centre, 475 Triq il-Kbira San Guzepp, Santa Venera, SVR 1011, Malta.
Telephone: (00356) 21 227311 Fax: (00356) 21 234565 E-mail: infoassetmanagement@bov.com
Incorporated in Malta with Registration Number SV 4
Vilhena Funds SICAV p.l.c. is licensed as a collective investment scheme by the Malta Financial Services Authority.

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Annex A

Extraordinary Resolution - ***Substitution of the Memorandum and Articles of Association of the Company***

Proposal

That the Memorandum and Articles of Association of the Company are deleted and substituted in their entirety with the new Memorandum and Articles of Association. The proposed revised Memorandum and Articles of Association are subject to the approval of the Malta Financial Services Authority ("**MFSA**"). Shareholders should note that it might be necessary to amend some parts of the revised Memorandum and Articles of Association due to MFSA requirements and therefore the Investor's approval of the same includes such amendments as may be required.

Whilst minor changes to the Memorandum and Articles of Association may typically be implemented by resolving to amend particular clauses given the number of amendments being proposed, it is desirable to adopt them as a whole by substituting the Memorandum and Articles of Association in toto.

A copy of the proposed revised Memorandum and Articles of Association is available on https://www.bovassetmanagement.com/Content/agm-updates-for-shareholders. Shareholders may also request a copy of the Memorandum and Articles of Association to be sent by post or alternatively view the revised Memorandum and Articles of Association at the Registered Office of the Company, that is at Premium Banking Centre, Triq il-Kbira San Ġużepp, Sta Venera, SVR 1111, Malta. The latter must be done by appointment.

Purpose

The purpose behind the changes being proposed is to align the Memorandum and Articles of Association with the updated Offering Documentation of the sub-funds of the Company.

Salient Changes to the Memorandum and Articles of Association

We are providing further details on the salient changes hereunder. **It is important to note that other non- material changes in addition to the ones below, are also being proposed** and may be viewed in full by the investor requesting a copy of the proposed revised Memorandum and Articles of Association as outlined above:

Directors - Listing current directors and deleting those who are no longer in office.

Custodian - Amendments to align the Memorandum and Articles of Association with the Custody Agreement in relation to the termination of the Custodian.

Determination of Net Asset Value - This article is being amended to better reflect the current market practices as regards the determination of the Net Asset Value, and which valuation methods and sources may be used by the valuation function within the Investment Manager.