



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 a Second Extraordinary General Meeting of the Company was held at the Grandmasters Suite, Hilton Hotel Malta on Friday 1st September 2023 at 2:00pm.

With reference to Company Announcement VIL244 published on 22nd August 2023, the following resolution submitted for the shareholder approval was approved and adopted:

EXTRAORDINARY RESOLUTION

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 nonmaterial 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

6th September 2023



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 Guzepp, 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.