

Vilhena Funds SICAV p.l.c

Director Nomination Form

Nomination for the Election of Directors of Vilhena Funds SICAV p.l.c. (the “Company”) pursuant to Article 26.6 of the Company’s Articles of Association

Introduction

The Company’s Articles of Association provide that Directors shall hold office until the conclusion of the next Annual General Meeting, at which they may be eligible for re-election.

The Company’s Articles of Association also provide that any Shareholder or number of Shareholders who in the aggregate hold not less than 2.5% of the Net Asset Value of the Company on the Dealing Day preceding the date of nomination or any Director shall be entitled to nominate a fit and proper person for appointment as Director of the Company.

For the purpose of enabling Shareholders to make nominations in accordance with this Article, the Company has granted a period of fourteen (14) days to Shareholders to nominate candidates for appointment as Directors. Such notice was be given by the publication of an advertisement in at two (2) daily newspapers.

All nominations by the Shareholders or the Director/s, including the candidate’s acceptance to be nominated as Director, shall on pain of disqualification be made on this form which shall reach the office of the Company Secretary not later than the 13 June 2025.

This document provides important information to proposers nominating nominees, and to the nominees themselves. It is important that the nominee has a good understanding of the role, responsibilities, and the expectations in relation to this nomination, which would require MFSA approval.

The nominee and proposer/s are to complete the relevant spaces of this Form. For any further clarifications, you are kindly requested to contact the Company Secretary BOV Fund Services Limited¹.

This Nomination Form, together with the annexed declarations and documents must be lodged with the Company Secretary BOV Fund Services Limited, Premium Banking Centre, 475 Triq il-Kbira San Guzepp, Santa Venera SVR1011, Malta. or via email on vilhenaagm@bov.com by not later the 13th June 2025. Any soft copy submission of the Form is to be followed by a physical, within one (1) business day of the submission date.

¹ Premium Banking Centre, 475 Triq il-Kbira San Guzepp, Santa Venera SVR1011, Malta. Queries may be directed to telephone numbers 22757708 or 22753243 or e-mail address: vilhenaagm@bov.com

PART A: Eligibility for Nomination

The appointment of a person as Director of the Company is subject to the approval of the MFSA. Any person who carries out the role of Director of collective investment schemes, such as the Company, is required to be of good repute and ‘fit and proper’ to carry out the functions required of them in connection with the Company.

The MFSA will assess the ‘fitness and properness’ of the person being nominated against the following criteria: (i) competence (ii) reputation (iii) conflicts of interest and independence of mind and (iv) time commitment. The nominee will be required to complete a Personal Questionnaire which shall be submitted together with the supporting documentation, to the MFSA for the abovementioned assessment.

Role of the Director

Responsibility

The Board of Directors of the Company holds the ultimate and overall responsibility for the Company’s corporate governance arrangements and is the Company’s primary decision-making body with collective responsibility for its affairs. The Board is therefore responsible to oversee and ensure that the Company consistently operates in a manner that seeks to protect the best interest of the Company and its investors.

Role

Broadly, the role of the Board of Directors of the Company is:

- to oversee and monitor the implementation of the Company’s investment and operational strategy as set by the fund manager and as disclosed to investors in the Company’s Offering Documents;
- to carry out oversight the key service providers and outsourced functions ensuring their adherence to the objective, policy, strategy, and restrictions of the Company as well as any applicable legislation;
- to identify, manage and mitigate risks and conflicts of interest in an effective and timely manner;
- to ensure that there is clear and accurate communication with investors;
- to ensure that the Company maintains adequate financial resources; and
- to disclose to the MFSA any information which the MFSA would reasonably expect to be made aware of.

Directors, as the individuals holding the ultimate responsibility for the Company, shall be subject to MFSA’s regulatory scrutiny.

Due skill, care and diligence

A director of a collective investment scheme, such as the Company, is required to act in an ethical manner taking into consideration the best interests of investors and the integrity and reputation of Malta’s financial system. A director is also required to act honestly, fairly, effectively, and professionally, shall comply with all relevant applicable legislative and

regulatory frameworks and conduct his/her business with integrity, due skill, care, and diligence.

PART B: Nomination – Declaration by the Proposer/s

This declaration is to be filled in by the Proposer/s nominating the Nominee detailed in Part C of this Form. The said Proposer or number of Proposers hold in the aggregate hold not less than 2.5% of the Net Asset Value of the Company on the Dealing Day preceding the date of nomination.

Name: _____

I.D. Card Number/
Registration Number: _____

Residential Address/
Registered Address: _____

Contact number: _____ Email address: _____

Number of shares held _____ Sub-Fund/s _____

Name: _____

I.D. Card Number/
Registration Number: _____

Residential Address/
Registered Address: _____

Contact number: _____ Email address: _____

Number of shares held _____ Sub-Fund/s _____

Proposer/s signature:

Name

Name

Date:

Part C: Nominee Consent

Name: _____

I.D. Card Number: _____

Residential Address: _____

Contact number: _____

Email address: _____

This declaration is to be completed and duly signed by the Nominee.

I,

hereby consent to being nominated for the election of Directors of Vilhena Funds SICAV p.l.c., and if confirmed and approved, to act as a Director of Vilhena Funds SICAV p.l.c.

I hereby declare that:

a) Being cognisant of the relevant provisions of the Company’s Memorandum and Articles, the Companies Act (Chapter 386 of the Laws of Malta) the Investment Services Act (Chapter 370 of the Laws of Malta), and all other applicable legislation and regulations, there are no legal contractual impediments or restrictions which preclude me from occupying the role of Director of the Company;

b) I am able to devote sufficient time as necessary to carry out the duties of a Director (see also Statement of Involvements, Part D);

c) I have the adequate knowledge, skills and experience to perform the role of Director of the Company;

d) I am of good repute, honest and of sound integrity;

e) I do not have any conflicts of interest that impede my ability to perform my duties independently and objectively;

f) I [am] / [am not] a Politically Exposed Person (PEP). If in the affirmative, please state reason for being a PEP:

g) I am aware that the Statement of Involvements (Part D) are an integral part of this Form and confirm that all the information contained herein is true and correct and I understand that if any

of this information is found to be incorrect this nomination shall be invalid, and I will not be considered for the election of a Director of the Company

h) I understand that as part of its assessment process of my nomination, the Company may require additional information and/or documentation to substantiate my submission. I undertake to promptly provide the Company with such information and/or documentation upon the latter's request;

i) I undertake to immediately notify of any material change to the above information, or to any other information submitted as part of my nomination for a Director of the Company, to the Company Secretary of the Company as soon as become aware of such change, in so far as my nomination is still being considered;

j) By signing this Form, I authorise the Company to independently make the required due diligence checks and verifications, as may be considered by the Company to be relevant and appropriate, to verify the information given herein;

k) I understand that the Company shall treat all information and documentation provided in strict confidence and that the information and documentation provided will be solely used for the purposes of the nomination process of Director of the Company and the subsequent suitability assessment;

l) I understand that should my nomination be considered, I and the Company, will be requested to furnish this and additional information to the competent authorities in line with applicable regulations, including completing the MFSA Personal Questionnaire.

Nominee signature: _____

Date: _____

Part D: Statement of Involvements

One of the four criteria upon which the MFSA will assess the fitness and properness of a nominee to act as Director is time commitment. Persons, in their proposed role, must be able to commit sufficient time to performing their functions efficiently and effectively. The time a person can dedicate to his or her functions can be affected by several factors, such as: the number of commitments held, the size and situation of the entities where the commitments are held and the nature, scale and complexity of the activities, the place or country where the entities are based and other professional or personal commitments and circumstances (e.g. court cases). In addition to quantitative assessments, an assessment of the qualitative aspect needs to be conducted by the entity.

For the purposes of the above, the nominee is requested to provide the following information in relation to any existing directorship roles held by the nominee.

Name of entity²: _____

Registration number: _____

Country of incorporation: _____

Role title: _____

Regulated: Yes/ No

Company activity/ business: _____

Annual time committed in hours: _____

Name of entity: _____

Registration number: _____

Country of incorporation: _____

Role title: _____

Regulated: Yes/ No

Company activity/ business: _____

Annual time committed in hours: _____

² Please replicate and annex fields as required.

Name of entity: _____

Registration number: _____

Country of incorporation: _____

Role title: _____

Regulated: Yes/ No

Company activity/ business: _____

Annual time committed in hours: _____

GDPR

For Nominee:

By completing and signing this form, I acknowledge and confirm that I have read and accepted all the terms of the GDPR Policy of the Company having done so, explicitly and unequivocally consent and authorise the Company to process my personal data (including those data provided throughout this form and any data contained in any documents appended to this form which I am providing the Company with) for the purpose of the Company processing my duly completed director nomination form and/or as otherwise specified below or permitted by law.

I understand that I may withdraw my consent at any time by contacting the Company at the address provided below. However, I also note that by withdrawing my consent (and/or if my proposer or seconder/s withdraw their consent), this will lead to my nomination not being further processed, making it impossible for me to be appointed as director.

Signed:

Name of Nominee

For Proposer:

By completing and signing this form, I acknowledge and confirm that I have read and accepted all the terms of the GDPR Policy of the Company having done so, explicitly and unequivocally consent and authorise the Company to process my personal data (including those data provided throughout this form and any data contained in any documents appended to this form which I am providing the Company with) for the purpose of the Company processing my duly completed director nomination form and/or as otherwise specified below or permitted by law.

I understand that I may withdraw my consent at any time by contacting the Company at the address provided below.

Signed:

Name of Proposer

Supporting Documents

Prior to submitting the Nomination Form, please refer to this checklist to ensure that the Form is duly completed, and the following documents are appended:

The Nomination Form, together with:

- Nominee Consent Form
- Statement of Involvements
- Nominee Profile
- GDPR Consent Forms
- Professional Curriculum Vitae of Nominee
- Copy of Identity Card/Passport of Nominee
- Police Conduct Certificate of Nominee, issued within the last 6 months

For official use only:

Date of receipt of Form: _____

Received by: _____

Checked by: _____