

Vilhena Funds SICAV p.l.c.

TWENTY-FIFTH ANNUAL GENERAL MEETING

1 September 2022

NOTICE OF THE TWENTY-FIFTH ANNUAL GENERAL MEETING

In terms of Article 19 of the Articles of Association

Notice to shareholders is hereby being given of the Twenty-Fifth Annual General Meeting (the “**Meeting**”) of the Vilhena Funds SICAV p.l.c. (the “**Company**”) to be held remotely, in accordance with Legal Notice 288 of 2020 - Companies Act (Public Companies - Annual General Meetings) Regulations, 2020, (Chapter 386.23 of the Laws of Malta (The “**Regulations**”) on Thursday, 1 September 2022 at 10.00 hours for the purpose of considering and, if thought fit, approving the resolutions set out below:

AGENDA

- 1. Appointment of Chairman and Opening of the Annual General Meeting**
- 2. Approval of the Minutes of the last Annual General Meeting held on the third (3rd) of September 2021.**
That the Minutes of the last Annual General Meeting of the third (3rd) of September 2021 be and are hereby approved.

ORDINARY RESOLUTIONS

- 3. Approval of Accounts**
That the financial statements of the Company as at 30 April 2022 and the Directors’ and Auditors’ report thereon be hereby approved.
- 4. Auditors - Appointment and Remuneration**
That the re-appointment of KPMG Malta as auditors be hereby approved, and the Board of Directors be hereby authorised to fix their remuneration.
- 5. Appointment of Directors**
The term of two of the existing Directors of the Company has expired, given that they were appointed pursuant to Article 22.2 of the Company’s Articles of Association which provides that any Directors appointed pursuant to that same Article 22.2 the Directors shall hold office only until the next following annual general meeting and shall then be eligible for re-election. It was therefore noted that the current Directors who were appointed pursuant to Article 22.2 are being proposed for re-election:

Proposed resolution: That the appointment of the Directors be hereby approved.

- Mr Arthur (Maurice) Ripard
- Mr Karol Farrugia

ORDINARY ADVISORY RESOLUTION – SPECIAL BUSINESS

- 6. Directors’ Remuneration**
To amend the aggregate remuneration of the Directors set out in Article 22.3 of the Articles of Association of the Company to ninety-five thousand Euro (Euro 95,000) per annum.

Proposed resolution: That the maximum Directors’ remuneration shall be established in aggregate at €95,000 per annum.

EXTRAORDINARY RESOLUTION - SPECIAL BUSINESS

- 7. Amendments to the Memorandum & Articles of Association**
That the amendments to the Memorandum & Articles of the Company, in accordance with the details provided in the attached memo be hereby approved.

By order of the Board



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

2 August 2022

NOTES:

1. This Notice has been mailed to all shareholders registered as at the 2 August 2022 which shareholders are entitled to vote by proxy. Please note that if you have sold or transferred ALL your shares in the Vilhena Funds SICAV p.l.c., you are kindly requested to disregard this Notice.
2. In accordance with the Regulations, the Meeting will be held remotely. The quorum for the Meeting will consist of 2 members, and such quorum may consist of members present by proxy. No physical attendance of shareholders shall be allowed.
3. A member may participate and vote by submitting a proxy form to the Company nominating the Chairman and indicating voting preferences. To be valid, the form of proxy must reach the Office of the Company Secretary at BOV Fund Services Limited, Premium Banking Centre, 475 Triq il-Kbira San Ġużepp, Santa Venera SVR1011, Malta not less than 48 hours before the appointed date and time of the Meeting. Members are to complete all details required on the proxy form fully, clearly and accurately and a mark or cross ought to be made in the appropriate box indicated in the proxy form. Where the member wishes to have his/her proxy to vote in a particular manner then he/she should indicate his/her voting preference in the appropriate box.
4. Members may submit questions which are pertinent and related to the items on the agenda of the Meeting, by submitting such questions by email on vilhenaagm@bov.com or in writing at the address of the Company Secretary (which is set out in point (3) above), within forty-eight (48) hours prior to the Meeting.
5. The Directors or any person/s delegated by them will answer the questions subsequent to the meeting by posting a reply on the following website: <https://www.bovassetmanagement.com/Content/agm-updates-for-shareholders>.
6. In the case of joint holders of a share the vote of the first-named of joint holders who tenders a vote by proxy shall be accepted to the exclusion of the votes of the other joint holders.
7. Any body corporate which is a Member may authorise by resolution of its Directors or other governing body such person as it thinks fit to sign the Proxy as its representative at the Meeting and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which s/he represents as that body corporate could exercise if it were an individual Member and such body corporate shall for the purposes of these presents be deemed to be present in person at any such meeting if a person so authorised is present thereat.

Vilhena Funds SICAV p.l.c.
HAMSA U GHOXRIN LAQGHA ĠENERALI ANNWALI
1 ta' Settembru 2022

AVVIŻ TAL-HAMSA U GHOXRIN LAQGHA ĠENERALI ANNWALI

F'termini tal-Artiklu 19 tal-Artikli ta' Assoċjazzjoni

Bil-preżenti, l-azzjonisti huma avżati li l-Hamsa u Għoxrin Laqgħa Ġenerali Annwali (il-**"Laqgħa"**) tal-Vilhena Funds SICAV p.l.c. (il-**"Kumpanija"**) se ssir b'mod remot, skont l-Avviż Legali 288 tal-2020 - Att dwar il-Kumpaniji (Kumpaniji Pubbliċi – Laqgħat Ġenerali Annwali) Regolamenti, 2020, (Kapitlu 386.23 tal-Liġijiet ta' Malta) (ir-**"Regolamenti"**) nhar il-Flamis, l-1 ta' Settembru 2022, fl-għaxra ta' filgħodu bil-għan li jiġu kkunsidrati u, jekk jinħass xieraq, jiġu approvati r-riżoluzzjonijiet segwenti:

AĠENDA

- 1. Hatra taċ-Chairman u Ftuħ tal-Laqgħa Ġenerali Annwali**
- 2. Approvazzjoni tal-Minuti tal-aħħar Laqgħa Ġenerali Annwali li saret fit-tlieta (3) ta' Settembru 2021.**
Illi l-Minuti tal-aħħar Laqgħa Ġenerali Annwali tat-tlieta (3) ta' Settembru 2021 ikunu u huma hawn approvati.

RIŻOLUZZJONIJIET ORDINARJI

- 3. Approvazzjoni tal-Kontijiet**
Illi r-rapporti finanzjarji tal-Kumpanija fit-30 ta' April 2022 u r-rapport tad-Diretturi u tal-Awdituri dwarhom, huma hawn approvati.
- 4. Awdituri - Hatra u Rimunerazzjoni**
Illi jergħu jiġu maħtura KPMG Malta bhala awdituri, li l-hatra tagħhom tiġi hawn approvata, u l-Bord tad-Diretturi huwa hawn awtorizzat jistabbilixxi r-rimunerazzjoni tagħhom.
- 5. Hatra tad-Diretturi**
Il-mandat ta' tnejn mid-Diretturi eżistenti tal-Kumpanija skada, peress li dawn inhatru skont l-Artiklu 22.2 tal-Artikli ta' Assoċjazzjoni tal-Kumpanija li jipprevedi li kwalunkwe Direttur maħtur skont dak l-istess Artiklu 22.2 għandu jzomm il-kariga biss sal-laqgħa ġenerali annwali li jkun imiss u mbagħad għandu jkun eliġibbli għall-elezzjoni mill-ġdid. Għalhekk ġie nnutat li d-Diretturi attwali li ġew maħtura skont l-Artiklu 22.2 qed jiġu proposti għall-elezzjoni mill-ġdid:

Riżoluzzjoni proposta: Illi l-hatra tad-Diretturi tiġi hawn approvata.

- Sur Arthur (Maurice) Ripard
- Sur Karol Farrugia

RIŻOLUZZJONI ORDINARJA KONSULTATTIVA - NEGOZJU SPEĊJALI

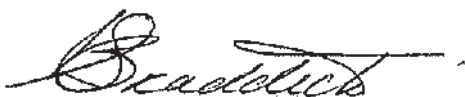
- 6. Rimunerazzjoni tad-Diretturi**
Biex temenda r-rimunerazzjoni aggregata tad-Diretturi stabbilita fl-Artiklu 22.3 tal-Artikli ta' Assoċjazzjoni tal-Kumpanija għal hamsa u disghin elf euro (EUR 95,000) fis-sena.

Riżoluzzjoni proposta: Illi r-rimunerazzjoni massima tad-Diretturi għandha tiġi stabbilita b'kollox għal € 95,000 fis-sena.

RIŻOLUZZJONI STRAORDINARJA – NEGOZJU SPEĊJALI

- 7. Emendi għall-Memorandum u l-Artikli ta' Assoċjazzjoni**
Illi l-emendi għall-Memorandum u l-Artikli ta' Assoċjazzjoni tal-Kumpanija, skont id-dettalji pprovduti fil-memo mehmuż jiġu hawn approvati.

B'ordni tal-Bord



Simone Braddick
Għal u f'isem
BOV Fund Services Limited
Segretarju tal-Kumpanija

2 ta' Awwissu 2022

NOTI:

1. Dan l-Avviż intbaghat bil-posta lill-azzjonisti kollha li kienu rreġistrati fit-2 ta' Awwissu 2022, liema azzjonisti għandhom id-dritt li jivvutaw permezz ta' prokura. Jekk jogħġbok innota li jekk inti b'għat jew ittrasferejt l-ishma KOLLHA li kellek fil-Vilhena Funds SICAV p.l.c., inti għentiment mitlub/a tinjora dan l-Avviż.
2. Skont ir-Regolamenti, il-Laqqha se ssir b'mod remot. Il-kworum għal-Laqqha se jikkonsisti minn 2 membri, u dan il-kworum jista' jikkonsisti minn membri preżenti bil-prokura. L-ebda attendenza fiżika tal-azzjonisti m'għandha tkun permessa.
3. Kull membru jista' jipparteċipa u jivvota billi jibgħat il-formola tal-prokura lill-Kumpanija u jinnomina liċ-Chairman u jindika l-preferenzi tal-vot tiegħu. Biex tkun valida, il-formola tal-prokura trid tasal fl-Uffiċċju tas-Segretarju tal-Kumpanija għand il-BOV Fund Services Limited, Premium Banking Centre, 475 Triq il-Kbira San Ġużepp, Santa Venera SVR1011, Malta, mhux aktar tard minn 48 siegħa qabel id-data u l-hin stipulati għal-Laqqha. Il-membri għandhom jimlew id-dettalji kollha meħtieġa fuq il-formola tal-prokura b'mod sħiħ, ċar u preċiż u jagħmlu marka jew salib fil-kaxxa xierqa indikata fil-formola tal-prokura. Jekk il-membri jixtieq jew tixtieq li l-proxy tiegħu jew tagħha jivvota b'mod partikolari, mela huwa/hija għandu jindika l-preferenza tal-vot tiegħu/tagħha fil-kaxxa xierqa.
4. Il-membri jistgħu jibagħtu mistoqsijiet li huma pertinenti u relatati mal-punti fuq l-aġenda tal-Laqqha, billi jibagħtu dawn il-mistoqsijiet permezz tal-email fuq vilhenaagm@bov.com jew bil-posta fl-indirizz tas-Segretarju tal-Kumpanija (li jinsab imniżżel fil-punt (3) hawn fuq), sa tmienja u erbgħin (48) siegħa qabel il-Laqqha.
5. Id-Diretturi jew kwalunkwe persuna ddelegata minnhom se jwieġbu l-mistoqsijiet wara l-laqqha billi jippostjaw it-twegibiet fuq il-websajt li ġejja: <https://www.bovassetmanagement.com/Content/agm-updates-for-shareholders>.
6. Fil-każ ta' pussessuri kongunti ta' sehem, il-vot ta' min hu msemmi l-ewwel mill-pussessuri kongunti li jifja' l-vot permezz ta' prokura għandu jkun aċċettat bl-eskluzjoni tal-voti tal-pussessuri kongunti l-oħra.
7. Kull kumpanija li hija membru tista' tawtorizza permezz ta' riżoluzzjoni tad-Diretturi tagħha jew ta' korp ta' governanza iehor lil dik il-persuna li fil-fehma tagħha hija adatta biex tiffirma l-Prokura bħala r-rappreżentant tagħha fil-Laqqha, u dik il-persuna hekk awtorizzata għandha tkun intitolata li teżerċita l-istess poteri f'isem il-kumpanija li hija tirrappreżenta daqslikieku dik il-kumpanija tista' teżerċita li kieku kienet membru individwali, u dik il-kumpanija għandha għall-finijiet ta' dawk preżenti titqies li hija preżenti in persona f'kull laqqha bħal din jekk il-persuna hekk awtorizzata tkun preżenti fihom.

N.B: Il-verżjoni bl-Ingliż hija l-verżjoni uffiċjali.