

Shareholder Engagement Policy

This is a Level 2B policy, including details pertaining solely to BOV Asset Management Limited as a licenced UCITS investment manager. This Policy is adopted pursuant to Directive (EU) 2017/828 – Shareholder Rights Directive II.

1. Purpose and Regulatory Framework

This Shareholder Engagement Policy (the “Policy”) sets out how BOV Asset Management Limited (the “Company” or “BOVAM”) integrates shareholder engagement into its investment strategy when managing the sub-funds of the Vilhena Funds SICAV plc and BOV Investment Funds.

This Policy is adopted in accordance with:

- Directive (EU) 2017/828 amending Directive 2007/36/EC (the Shareholder Rights Directive II – “SRD II”)
- The Investment Services Act (Chapter 370 of the Laws of Malta)
- The Investment Services Rules issued by the Malta Financial Services Authority (MFSA)

In line with Maltese law, UCITS are exempt from SRD II requirements as issuers; however, UCITS management companies investing in shares traded on regulated markets are subject to the transparency and engagement provisions applicable to asset managers.

2. Scope of Application

This Policy applies to the Company in its capacity as a UCITS Management Company as authorised by the MFSA, insofar as the investments made on behalf of the sub-funds of the Vilhena Funds SICAV plc and BOV Investment Funds as regards shares admitted to trading on the Malta Stock Exchange. Whilst BOVAM invests in shares admitted to trading on regulated markets within the European Union, European Economic Area and/or regulated or comparable markets outside the EU, BOVAM does not engage directly with these companies.

The Policy applies at the level of BOVAM and not at the level of the Vilhena Funds SICAV plc and BOV Investment Funds as issued collective investment schemes, consistent with the exemptions provided under Maltese Rules.

3. Objectives of Shareholder Engagement

The Company recognises that shareholder engagement forms part of its fiduciary duties towards UCITS investors and aims to:

- promote long-term value creation in investee companies;
- encourage sound corporate governance and risk management;
- support sustainable financial performance, taking into account material environmental, social and governance (ESG) factors where relevant; and

- mitigate risks that may adversely affect the interests of UCITS investors.

Engagement activities are conducted in a proportionate and risk-based manner, having regard to the nature, scale and complexity of the Company's investment activities, consistent with MFSA supervisory expectations.

4. Integration of Engagement into the Investment Strategy

The Company integrates shareholder engagement into its investment process to the extent that it is considered appropriate, proportionate and in the best interests of investors of the sub-funds of the Vilhena Funds SICAV plc and BOV Investment Funds.

The degree of engagement undertaken in respect of a particular investee company depends on factors including:

- the size and materiality of the holding;
- the investment horizon and strategy of the relevant sub-fund of the Vilhena Funds SICAV plc and BOV Investment Funds;
- the liquidity profile of the investment;
- the governance framework and regulatory environment of the market concerned;
- and
- the availability of reliable information and resources.

5. Monitoring of Investee Companies

Where the sub-funds of the Vilhena Funds SICAV plc and BOV Investment Funds hold shares, the Company monitors investee companies on matters that may have a material impact on long-term value, including:

- business strategy and long-term objectives;
- financial and non-financial performance and related risks;
- capital structure and funding strategy;
- governance arrangements and board effectiveness;
- ESG considerations, where relevant.

Monitoring is conducted through publicly available disclosures, periodic reports, market analysis and, where applicable, research or analysis provided by third parties.

6. Dialogue with Investee Companies

Where appropriate and feasible, the Company may engage in dialogue with investee companies in order to:

- obtain clarification on governance, strategy or performance matters;
- express concerns relating to risks or sustainability issues; or
- encourage increased transparency and improved practices.

Engagement may be conducted directly by the Company or indirectly through delegated events organised by the same investee companies.

7. Exercise of Voting Rights

The Company exercises voting rights attached to shares where this is deemed to be:

- in the best interests of UCITS investors; and
- operationally and economically proportionate.

Voting decisions are taken in accordance with:

- the investment objectives and policies of the relevant sub-fund of the Vilhena Funds SICAV plc and BOV Investment Funds; and
- internal voting procedures and guidelines, which state that voting for ordinary resolutions is always given to the Chairperson of the meeting to vote in favour of the resolutions. Any extraordinary resolutions are reviewed on a case by case basis, with rationales being provided to the Board of Directors for their approval.

The Company does not appoint proxy advisors to assist in analysing voting matters.

8. Cooperation with Other Shareholders

Where permitted under applicable law, the Company may cooperate with other shareholders in relation to engagement activities, provided that such cooperation:

- is undertaken in compliance with market abuse, competition and transparency rules; and
- does not prejudice the interests of the investors of the sub-funds of the Vilhena Funds SICAV plc and BOV Investment Funds.

9. Conflicts of Interest

The Company has established and maintains a conflicts of interest policy in accordance with the Investment Services Rules.

Potential conflicts arising in the context of shareholder engagement or voting activities are identified, prevented, managed and, where necessary, disclosed, with the overriding objective of acting in the best interests of the investors of the sub-funds of the Vilhena Funds SICAV plc and BOV Investment Funds.

10. Transparency and Disclosure

In accordance with SRD II as transposed into Maltese law, the Company shall:

- make this Policy publicly available, including through its website; and
- disclose annually through the Annual Report and Audited Financial Statements how the Policy has been implemented, including:
 - a general description of voting behaviour; and
 - an explanation of the most significant votes;

save where votes are insignificant due to the subject matter or size of the holding. For the purposes of this Policy, a significant size holding is defined as holding more than 10% of the voting rights of any one investee company.

11. Review of the Policy

This Policy shall be reviewed:

- at least annually; or
- whenever there is a material change to applicable law, MFSA rules or the Company's investment activities.