

HELIUM FUND

Société d'Investissement à Capital Variable

Registered office: 5 Allée Scheffer, L-2520 Luxembourg, Luxembourg

R.C.S. Luxembourg: B176451

(the “**Company**”)

Notice to the shareholders of the sub-fund “HELIUM FUND” of the Company

You are a shareholder of the Company, for which Syquant Capital acts as management company (the “**Management Company**”).

The board of directors of the Company (the “**Board of Directors**”) has approved, by resolution dated 29 September 2023, the merger of “HELIUM OPPORTUNITES”, a *fonds commun de placement*, incorporated under the laws of France having its registered office 25 Avenue Kleber 75116 Paris – France (the “**Merging Fund**”), and “HELIUM FUND”, a sub-fund of the Company (the “**Receiving Sub-Fund**”), by contribution of all of its assets and liabilities, in accordance with article 441-44 of the General Regulation of the *Autorité des Marchés Financiers* and article 1(20)(a) of the Luxembourg law of 17 December 2010 on undertakings for collective investment, as follows:

Merging Fund “HELIUM OPPORTUNITES”				Receiving Sub-Fund “HELIUM FUND – HELIUM FUND”		
ISIN code	Share Category	Currency		ISIN code	Share Category	Currency
FR0010757831	Unit A	EUR	absorbed by	LU1334564140	Class I	EUR
FR0010766550	Unit B	EUR		LU0912261624	Class B	EUR
FR0010766543	Unit S	EUR		LU0912261897	Class C	EUR
FR0011527217	Unit A- USD	USD		LU2701648383	Class I- USD	USD
FR0013303591	Unit B-CI	EUR		LU1734046201	Class B-CI	EUR
FR0013415999	Unit F	EUR		LU1991442788	Class F	EUR

The merger between the Merging Fund and the Receiving Sub-Fund (the “**Merger**”) will become effective on 18 December 2023 (the “**Effective Date**”).

This Merger aims at favoring the international development of the Receiving Sub-Fund and, in fact, at allowing its investors to benefit from economies of scale.

The Merging Fund and the Receiving Sub-Fund have very similar investment objectives, namely, to generate a regular absolute return with low volatility by exploiting opportunities relating to the prices of securities, financial derivatives and debt securities. The Merging Fund was launched in 2009 and the Receiving Fund was launched in Luxembourg in 2013. Since then both funds have implemented the same strategies and invested in the same assets and operations to generate comparable returns with comparable risk exposures. Therefore, the characteristics of the Receiving Sub-Fund are similar in all material aspects to those of the Merging Fund. There will be no change in the financial management of the portfolio.

The following table presents the differences between the Merging Fund and the Receiving Sub-Fund as of the date of the Merger.

	<u>Merging Fund</u>	<u>Receiving Sub-Fund</u>
	“HELIUM OPPORTUNITES”	“HELIUM FUND – HELIUM FUND”
Depository and paying agent	CACEIS Investor Services Bank France S.A.	CACEIS Bank, Luxembourg Branch
Auditors	PricewaterhouseCoopers Audit (France)	Deloitte Audit (Luxembourg)
Administration, registrar and transfer agent	CACEIS Investor Services France S.A.	CACEIS Bank, Luxembourg Branch
Legal structure	<i>Fonds commun de placement</i>	<i>Société d’Investissement à Capital Variable</i>
Supervisory authority	<i>Autorité des Marchés Financiers</i>	<i>Commission de Surveillance du Secteur Financier</i>
Exposure to total return swaps	N/A	100% on average with a 150% maximum
Max. management fees	Unit A : 1.25% Unit B : 1.75% Unit S : 0.15% Unit A-USD : 1.25% Unit B-CI : 1.25% Unit F : 0.65%	Class I : 1.25% Class B : 1.75% Class C : 0% Class I-USD : 1.25% Class B-CI : 1.25% Class F : 0.65%
Max. sales charges	Unit A : 3% Unit B : 5% Unit S : 2% Unit A-USD : 3% Unit B-CI : 5% Unit F : 2%	Class I : 2% Class B : 2% Class C : 0% Class A-USD : 2% Class B-CI : 2% Class F : 2%
Deferral of redemption	N/A	Up to 10% of the net asset value

As a result of the Merger, the Merging Fund will be dissolved on the Effective Date. As a consequence, the Merging Fund will cease to exist without going into liquidation.

All features of the Receiving Sub-Fund will remain identical after the Effective Date and there will be no material impact of this Merger on the shareholder(s) of the Receiving Sub-Fund. However, as in any merger operation, possible dilution in performance may arise. The Merger shall not affect the management of the Receiving Sub-Fund’s portfolio.

All costs related to the above Merger will be borne by the Management Company.

As from the Effective Date, all receivables and payables of the Merging Fund are deemed to be received or be payable by the Receiving Sub-Fund.

On 18 December 2023, the Receiving Sub-Fund will allocate to each shareholder in the Merging Fund a total number of shares of the corresponding class. This total number of shares shall be calculated by multiplying the number of shares each shareholder holds in the Merging Fund by the exchange ratio, as described hereafter. The shareholders of the Merging Fund will therefore be able to exercise their shareholder rights in the Receiving Sub-Fund as from 18 December 2023.

The exchange ratio will be calculated on 15 December 2023 by dividing the net asset value per share of the relevant class in the Merging Fund calculated on 15 December 2023 by the net asset value per share of the same class in the Receiving Sub-Fund calculated on the same day, based on the valuation of the underlying assets having taken place on 15 December 2023.

The Merger will have no impact on subscriptions, conversions and redemptions made in the Receiving Sub-Fund.

Deloitte Audit (Luxembourg), alongside PricewaterhouseCoopers Audit (France) with regards to the Merging Fund, has been appointed by the Board of Directors of the Company as the independent auditor in charge of preparing a report validating the conditions foreseen in Article 71 (1), items a) to c) of the Law of 2010 for the purpose of this Merger.

Rights of the shareholders

The shareholders have the right to obtain information/documentation on the said Merger upon request at the registered office of the Company, including a copy of the report of the independent auditor or the depositary.

The shareholders also have the right, pursuant to article 45(1) of Directive 2009/65/EC, to repurchase, redeem or, where applicable, convert their shares in the Receiving Sub-Fund without additional charge. This right may be exercised from the moment the Shareholder have received the present notice and until five business days prior to the calculation of the exchange ratio.

The attention of the shareholders is drawn to the fact that the Merger has no impact on the prospectus of the Company which will therefore remain unchanged. The prospectus of the Company will be made available upon request free of charge at the registered office of the Company.

Luxembourg, November 7, 2023

The Board of Directors of the Company

The prospectus, the key information documents, the articles of association of the Company, as well as the annual and semi-annual reports can be obtained on request and free of charge from the Representative in Switzerland.

Swiss Representative:
CACEIS (Switzerland) SA
Route de Signy 35
1260 Nyon

Payment service in Switzerland:
CACEIS Bank, Montrouge, succursale de Nyon / Suisse
Route de Signy 35
1260 Nyon