

**MERGER NOTICE**

**Between**

**HELIUM OPPORTUNITES**, a Fonds commun de placement ("FCP")

(hereinafter the "Absorbed Fund")

**And**

**HELIUM FUND**, a sub-fund of the HELIUM FUND SICAV

(hereinafter the "Absorbing Sub-Fund")

SYQUANT CAPITAL, a portfolio management company incorporated under French law, registered under number GP-05000030, a *société par actions simplifiée* with capital of 356,590.00 euros, whose registered office is located at 25 AVENUE KLEBER 75116 PARIS, registered in the *Registre du Commerce et des Sociétés de Paris* under number 482 781 580, represented by Mr HENRI JEANTET acting as Chairman of the Management Company of the HELIUM OPPORTUNITES *fonds commun de placement* and of the HELIUM FUND sub-fund of the HELIUM FUND SICAV, has decided to proceed with the merger of the HELIUM OPPORTUNITES *fonds commun de placement* into the HELIUM FUND sub-fund.

Following deliberations of the Management Board of the Management Company and the Board of Directors of the SICAV, it was decided to proceed with the merger of the French FCP "HELIUM OPPORTUNITES" into the Luxembourg sub-fund "HELIUM FUND".

This cross-border merger will take place on 18/12/2023 on the basis of the net asset values of 15/12/2023.

The contribution made to the Absorbing Sub-Fund by the Absorbed FCP corresponds to all of its net assets and will result, ipso facto, in the dissolution of the latter.

Terms and conditions of the transaction

This transaction was approved by the *Autorité des marchés financiers* (AMF) on 31/10/2023.

Subscriptions and redemptions of units in the Absorbed FCP will be suspended from 5 p.m. on 07/12/2023.

The exchange parity will be determined by the following ratio:

Net assets of the Absorbed FCP/Net Asset Value of the Absorbing Sub-Fund

In exchange for the transfer, on the day of the merger, the HELIUM OPPORTUNITES sub-fund will issue and allocate free of charge to the holders of the Absorbed FCP an appropriate number of shares of the Absorbing Sub-Fund in the proportion determined above.

For these calculations, account will be taken of the fact that the holders of the Absorbed FCP who, depending on the exchange ratio determined, would not be entitled to an exact number of shares and/or ten thousandths of a share of the Absorbing Sub-Fund, will obtain the reimbursement of the fractional amount (corresponding to the difference between the value of the units of the Absorbed FCP remitted and the value of the shares and thousandths of a share of the Absorbing Sub-Fund that they will have received in exchange) or may pay in cash the amount necessary for the allocation of additional ten thousandths of a share.

In accordance with article 411-63 of the General Regulations (*Règlement Général*) of the *Autorité des marchés financiers*, creditors of the absorbed FCP whose claims predate the publication of this merger proposal may object to it within thirty days of this publication and before the planned date of the transaction.



If the terms of the merger are not acceptable to the holders of the Absorbed FCP, they have the option of exiting free of charge until 07/12/2023 before 17:00. This option will still be available to you once the merger has been completed, as the Absorbing Sub-Fund does not charge any exit fees.

The joint merger project has been filed with the Registrar of the Paris Court of Commerce (*Greffe du Tribunal de Commerce de Paris*).