

DATE: November 17, 2021

LEGENDS FUND
listed on
Euronext Amsterdam (ISIN: NL0009692839)

(Domiciled in Amsterdam, The Netherlands and is structured as a common contractual fund under Dutch law,
managed by Theta Fund Management B.V. (the “**Manager**”))

This notification regards a proposed amendment to the conditions of Legends Fund, including the merger and termination (the “**Notification**”) and supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus of Legends Fund dated November 3, 2017, as amended, including the Conditions of Management and Custody Legends Fund. Furthermore, this Notification includes a convocation for a meeting of participants of Legends Fund (the “**Participants**”)

The Manager accepts responsibility for the information contained in this notification. To the best of the knowledge of the Manager (which has taken all reasonable care to ensure that such is the case) the information contained in this Notification is in accordance with the facts and does not omit anything likely to affect the import of such information.

PROPOSED MERGER AND TERMINATION OF LEGENDS FUND

The Manager hereby announces the proposed merger and termination of Legends Fund (the “**Termination**”). The Termination is subject to: (i) the adoption of the termination proposal of the Manager by the meeting of Participants on December 1, 2021 (the “**Meeting**”); and (ii) the AFM approving the registration of Theta Legends Fund, a non-listed common contractual fund, to be established and managed by the Manager with the same investment policy as successor fund for Legends Fund.

Background

The Manager believes that the listing of Legends Fund, considering the costs and limited benefits of the listing, should be discontinued. The Manager will inform the Participants in further detail on the underlying rationale in the Meeting.

In order to terminate the listing of Legends Fund, the Manager intends to merge Legends Fund with Theta Legends Fund. The Manager aims to effect the merger as per January 1, 2022. To effect the merger, Legends Fund will subscribe to participations in Theta Legends Fund against a contribution in kind of all its assets and liabilities, after which Legends Fund will be liquidated and the Participants will receive a liquidation distribution in kind consisting of participations of the same class in Theta Legends Fund which will be issued in registered form only.

If the meeting of Participants resolves to liquidate Legends Fund on December 1, 2021, the Manager will notify the Participants the same day through its website of: (i) the intended liquidation as per January 1, 2022; and the suspension of the subscription and redemption of participations until the liquidation is effected. Participants who do not want to transition to Theta Legends Fund may sell their participations in Legends Fund on the market operated by Euronext Amsterdam until Legends Fund will be liquidated.

Theta Legends Fund

Compared to Legends Fund, Theta Legends Fund will:

- have the same investment policy and strategy;
- have the same management and incentive fees (the High Water Mark of Legends Fund will be carried forward);
- have Northern Trust Services SE as depositary (*bewaarder*);
- not be listed and only have registered participations with terms that do not allow immediate redemption and furthermore may limit the amount of participations (‘10% gate’); and
- have a minimum holding and subscription threshold of EUR 100,000 resulting in less information being publicly available for its participants.

The above is a summary of key items only. Participants should take note of the prospectus and other information disclosed by the Manager in relation to Theta Legends Fund on its website.

The Manager has requested the AFM to register Theta Legends Fund on November 15, 2021 and will publish the prospectus and the EID for Theta Legends Fund on its website, as soon as the registration is approved by the AFM.

MEETING OF PARTICIPANTS OF LEGENDS FUND

The Manager hereby convenes a general meeting of Participants of Legends Fund (the “**Meeting**”) to be held at December 1, 2021, 14:00 / 2 pm CET, at the offices of the Manager (Concertgebouwplein 19, 1071 LM Amsterdam).

Participants will be requested in the meeting to approve to the liquidation of Legends Fund at a date to be determined by the Manager. Adoption of the resolution is subject a special resolution of the Participants requiring a majority of 75% or more of the participations present at the Meeting.

Participants will be entitled to attend the Meeting and vote provided after they have registered themselves through an intermediary as defined in the Giro Act (*Wet giraal effectenverkeer*), where their participations are held or via www.abnamro.com/evoting at the latest at 29 November 2021 at 11.30 hours CET.

The Intermediaries must, before 17:00 hours on 29 November 2021, present a statement to ABN AMRO via www.abnamro.com/intermediary identifying the number of participations held by the participant on the 24 November 2021, after close of trading (the Registration Date”) and presented for registration. The participants will receive from ABN AMRO, via the relevant Intermediaries, a registration proof that will serve as access to the Meeting.

Participants who will not attend the Meeting in person or by proxy may cast their votes via www.abnamro.com/evoting prior to the Meeting electronically. They may, prior to the Meeting, give a voting proxy or its voting instructions to the Manager and request the Manager to announce the votes at the Meeting. A proxy including voting instructions may be given electronically until Monday 29 November 2021 at 11:30 hours (CET) at the latest via www.abnamro.com/evoting.

Agenda for the Meeting

1. Opening
2. Presentation by the Manager of the merger and liquidation of Legends Fund
3. Approval of proposal of the Manager to terminate Legends Fund (voting item).
4. Questions
5. Close

The agenda for the Meeting will be available as of today for Participants at the office of the Manager and via ABN AMRO Bank N.V., (email: ava@nl.abnamro.com). Copies are available free of charge. See also: www.legendsfund.nl