

April 22, 2024

## STATEMENT OF ADDITIONAL INFORMATION



**VOLUMETRIC FUND, INC.**

Ticker: VOLMX

This Statement of Additional Information (“SAI”) is not a prospectus. It should be read in conjunction with the Fund’s Prospectus dated April 22, 2024. This SAI is incorporated by reference into the Fund’s Prospectus. Portions of the Fund’s Annual Report to shareholders are incorporated by reference into this SAI. A free copy of the Prospectus and Annual Report may be obtained by contacting the Fund at:

**Volumetric Fund, Inc.**

87 Violet Drive  
Pearl River, New York 10965  
Phone: 800-541-3863 or 845-623-7637  
Email: [info@volumetric.com](mailto:info@volumetric.com)  
Website: [www.volumetric.com](http://www.volumetric.com)

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## FUND HISTORY

Volumetric Fund, Inc. (the "Fund") -- formerly named The Volumetric Investment Society -- was founded in August of 1978 by Mr. Gabriel J. Gibs, as a private investment partnership for his friends, relatives, and associates. At that time, he had worked as a chemist for Lonza, Inc., a large multinational chemical firm, where some of his co-workers encouraged him to start the Fund. The Fund started its operations on September 1, 1978, with 19 charter shareholders and with net assets of \$17,712, and an initial offering price of \$10.00 per share.

The Fund's name was changed from the Volumetric Investment Society to Volumetric Fund, Inc. on June 15, 1986. It was incorporated under the laws of the State of New York on July 25, 1986, after, at the Annual Meeting the shareholders approved the reorganization. The Fund has been open to the general public since September 3, 1987.

## DESCRIPTION OF THE FUND AND ITS INVESTMENTS AND RISKS

The Fund is an open-end diversified mutual fund. The Fund's investment objective is capital growth. Its secondary objective is downside protection.

The principal investment strategies and the principal risks are described in the Prospectus.

The Fund's share price will fluctuate. You could lose money on your investment in the Fund and the Fund could also return less than other investments. The Fund is subject to principal risks, which are outlined in the Prospectus. This section contains information regarding some of the additional investments, and related risks, the Fund may make and some of the investment techniques it may use.

**Foreign Securities.** The Fund may invest in foreign securities, either directly or indirectly through depositary receipts, including American Depositary Receipts ("ADRs"), Global Depositary Receipts ("GDRs") and other similar instruments. Generally, ADRs, in registered form, are denominated in U.S. dollars and are designed for use in the U.S. securities markets, while GDRs, in bearer form, may be denominated in other currencies and are designed for use in multiple foreign securities markets. ADRs are receipts typically issued by a U.S. bank or trust company evidencing ownership of the underlying securities. GDRs are foreign receipts evidencing a similar arrangement. For purposes of the Fund's investment policies, ADRs and GDRs are deemed to have the same classification as the underlying securities they represent, except that ADRs and GDRs shall be treated as indirect foreign investments. For example, an ADR or GDR representing ownership of common stock will be treated as common stock. Depositary receipts do not eliminate all of the risks associated with direct investment in the securities of foreign issuers.

ADRs are denominated in U.S. dollars and represent an interest in the right to receive securities of foreign issuers deposited in a U.S. bank or correspondent bank. ADRs do not eliminate all risk inherent in investing in the securities of foreign issuers. However, by investing in ADRs rather than directly in equity securities of foreign issuers, the Fund will avoid currency risks during the settlement period for either purchases or sales. GDRs are not necessarily denominated in the same currency as the underlying securities which they represent.

Depositary receipt facilities may be established as either "unsponsored" or "sponsored." While depositary receipts issued under these two types of facilities are in some respects similar, there are distinctions between them relating to the rights and obligations of depositary receipt holders and the practices of market participants.

A depositary may establish an unsponsored facility without participation by (or even necessarily the permission of) the issuer of the deposited securities, although typically the depositary requests a letter of non-objection from such issuer prior to the establishment of the facility. Holders of unsponsored depositary receipts generally bear all the costs of such facility. The depositary usually charges fees upon the deposit and withdrawal of the deposited securities, the conversion of dividends into U.S. dollars, the disposition of non-cash distributions, and the performance of other services. The depositary of an unsponsored facility frequently is under no obligation to pass through voting rights to depositary receipt holders in respect of the deposited securities. In addition, an unsponsored facility is generally not obligated to distribute communications received from the issuer of the deposited securities or to disclose material information

about such issuer in the U.S. and there may not be a correlation between such information and the market value of the depositary receipts.

Sponsored depositary receipt facilities are created in generally the same manner as unsponsored facilities, except that the issuer of the deposited securities enters into a deposit agreement with the depositary. The deposit agreement sets out the rights and responsibilities of the issuer, the depositary, and the depositary receipt holders. With sponsored facilities, the issuer of the deposited securities generally will bear some of the costs relating to the facility (such as dividend payment fees of the depositary), although depositary receipt holders continue to bear certain other costs (such as deposit and withdrawal fees). Under the terms of most sponsored arrangements, depositaries agree to distribute notices of shareholder meetings and voting instructions, and to provide shareholder communications and other information to the depositary receipt holders at the request of the issuer of the deposited securities.

Other foreign securities may be denominated in U.S. dollars and trade on domestic stock exchanges. Foreign investments can involve significant risks in addition to the risks inherent in U.S. investments. Securities of foreign companies may experience more rapid and extreme changes in value than securities of U.S. companies because a limited number of companies represent a small number of industries. Many foreign countries lack uniform accounting and disclosure standards comparable to those applicable to U.S. companies, and it may be more difficult to obtain reliable information regarding an issuer's financial condition and operations. When the Fund invests in ADRs or other U.S. dollar-denominated foreign securities, it generally will not be subject to currency risk.

Investing abroad also involves different political and economic risks. Foreign investments may be affected by actions of foreign governments adverse to the interests of U.S. investors, including the possibility of expropriation or nationalization of assets, confiscatory taxation, restrictions on U.S. investment or on the ability to repatriate assets or convert currency into U.S. dollars, or other government intervention. There may be a greater possibility of default by foreign governments or foreign government-sponsored enterprises. Investments in foreign countries also involve a risk of local political, economic or social instability, military action or unrest, or adverse diplomatic developments. There is no assurance that Volumetric Advisers, Inc. (the "Adviser") will be able to anticipate or counter these potential events and their impacts on the Fund's share price.

**Small Cap Companies.** The Fund may invest in small-cap stocks with annual revenues over \$1 billion. There is a risk that stocks of smaller companies may be subject to more volatility than stocks of larger more established companies. Small companies may have limited product lines or financial resources, or may be dependent upon a small or inexperienced management group. In addition, small cap stocks are typically less liquid, trade in lower volumes, and more sensitive to changes in the issuer's earnings and prospects.

**U.S. Government Obligations.** The Fund may invest in U.S. Government obligations, which include securities which are issued or guaranteed by the United States Treasury, by various agencies of the United States Government, and by various instrumentalities which have been established or sponsored by the United States Government. U.S. Treasury obligations are backed by the "full faith and credit" of the United States Government. U.S. Treasury obligations include Treasury bills, Treasury notes, and Treasury bonds. U.S. Treasury obligations also include the separate principal and interest components of U.S. Treasury obligations which are traded under the Separate Trading of Registered Interest and Principal of Securities ("STRIPS") program. Agencies or instrumentalities established by the United States Government include the Federal Home Loan Banks, the Federal Land Bank, the Government National Mortgage Association, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Student Loan Marketing Association, the Small Business Administration, the Bank for Cooperatives, the Federal Intermediate Credit Bank, the Federal Financing Bank, the Federal Farm Credit Banks, the Federal Agricultural Mortgage Corporation, the Resolution Funding Corporation, the Financing Corporation of America and the Tennessee Valley Authority. Some of these securities are supported by the full faith and credit of the United States Government while others are supported only by the credit of the agency or instrumentality, which may include the right of the issuer to borrow from the United States Treasury. In the case of securities not backed by the full faith and credit of the United States, the investor must look principally to the agency issuing or guaranteeing the obligation for ultimate repayment, and may not be able to assert a claim against the United States in the event the agency or instrumentality does not meet its commitments. Shares of the Funds are not guaranteed or backed by the United States Government.

STRIPS are U.S. Treasury bills, notes and bonds that have been issued without interest coupons or stripped of their unmatured interest coupons, interest coupons that have been stripped from such U.S. Treasury securities, and receipts or certificates representing interests in such stripped U.S. Treasury securities and coupons. A STRIP security pays no interest in cash to its holder during its life although interest is accrued for federal income tax purposes. Its value to an investor consists of the difference between its face value at the time of maturity and the price for which it was acquired, which is generally an amount significantly less than its face value. Investing in STRIPS may help to preserve capital during periods of declining interest rates.

STRIPS do not entitle the holder to any periodic payments of interest prior to maturity. Accordingly, such securities usually trade at a deep discount from their face or par value and will be subject to greater fluctuations of market value in response to changing interest rates than debt obligations of comparable maturities which make periodic distributions of interest. On the other hand, because there are no periodic interest payments to be reinvested prior to maturity, STRIPS eliminate the reinvestment risk and lock in a rate of return to maturity. Current federal tax law requires that a holder of a STRIP security accrue a portion of the discount at which the security was purchased as income each year even though the Fund received no interest payment in cash on the security during the year.

## FUND POLICIES

- A. **Fundamental.** The investment limitations described below have been adopted by the Board of Directors with respect to the Fund and are fundamental (i.e., they may not be changed without the affirmative vote of a majority of the outstanding shares of the Fund). As used in the Prospectus and this SAI, the term “majority of the outstanding shares” of the Fund means the lesser of (1) 67% or more of the outstanding shares of the Fund present at a meeting, if the holders of more than 50% of the outstanding shares of the Fund are present or represented at such meeting; or (2) more than 50% of the outstanding shares of the Fund.
- (1) The Fund will not issue debt securities.
  - (2) The Fund cannot borrow money except as a temporary emergency measure and not exceeding 10% of its total assets. The Fund may not purchase additional securities while borrowings exceed 5% of the value of its total assets.
  - (3) The Fund will not underwrite securities of other issuers, except when purchasing or selling portfolio securities.
  - (4) The Fund will not purchase or sell commodities, real estate or non-financial assets.
  - (5) The Fund will not make loans.
  - (6) The Fund will not invest more than 5% of its assets in the securities of any one issuer. However, United States government securities, index related securities, such as S&P 500 Index Trust, NASDAQ 100 Trust and various exchange-traded funds (ETFs) are excluded from this requirement.
  - (7) The Fund will not invest more than 20% of its assets in any single industry.
  - (8) The Fund will not purchase more than 5% of any class of securities of any one issuer or invest for the purpose of exercising control of the issuer’s management.
  - (9) The Fund will not invest more than 5% of its total assets in the securities of other investment companies. This does not include anything that is deemed a money market fund or equivalent.
  - (10) The Fund will not invest in securities for which there exists no readily available market or for which there are legal or contractual restrictions on resale.
  - (11) The Fund typically invests in a broadly diversified portfolio of large and mid-cap domestic stocks; although its portfolio may also contain small-cap stocks with annual revenues over \$1 billion.

(12) The Fund will not purchase securities on margin.

(13) The Fund will not invest more than 15% of its net assets, in S&P 500 based ETFs or equivalents.

B. **Non-Fundamental.** The following limitations have been adopted by the Board of Directors with respect to the Fund and are non-fundamental (i.e., they are other investment practices that may be changed by the Board without the approval of shareholders to the extent permitted by applicable law, regulation or regulatory policy).

(1) The Fund will not sell any security short or engage in the purchase of call, put or other options.

## DISCLOSURE OF PORTFOLIO HOLDINGS

The Fund intends to publicly disclose all of its portfolio holdings quarterly within 60 days after each quarter-end. The Fund's management intends to publicly disclose all portfolio holdings with a delay of at least 15 days after each quarter-end to facilitate timely release of information to rating agencies such as Lipper, Inc., Morningstar, Inc., Bloomberg L.P. and others. The Fund does not make selective non-public disclosures of portfolio holdings to third parties. Furthermore, the Fund may publicly disclose its top ten holdings along with their percentages, on a monthly basis, after a minimum of a 3-day delay, on the Fund's website [www.volumetric.com](http://www.volumetric.com), "Fact Sheet" report, and other reports.

The policy and procedures generally prohibit the disclosure of the Fund's portfolio schedule until it has been made available to the public through regulatory filing with the Securities and Exchange Commission ("SEC") or posted to the Fund's website. The Fund's complete portfolio holdings are made available to the public on a quarterly basis generally no later than 60 days after the end of each calendar quarter end. A detailed portfolio is reported in the annual, semi-annual, and quarterly N-PORT-P filings to the SEC. These reports can be found on the Fund's website at [www.volumetric.com](http://www.volumetric.com) or by visiting [www.sec.gov](http://www.sec.gov).

The Fund also may disclose its complete portfolio holdings, on a daily basis and without a time lag to the Fund's custodian, independent registered public accountant, transfer agent, brokers, and any other necessary service providers who require such information to perform their contractual duties and responsibilities to the Fund. The Fund may also disclose its complete holdings to Directors and to the Chief Compliance Officer ("CCO") of the Fund at the Board of Directors ("Board") meetings for discussing the Fund's performance and portfolio. In addition, complete portfolio holdings information may be provided to the Fund's independent registered public accounting firm (the "Auditor"), for purposes of preparing the annual audit of the Fund and related shareholder reports. The service providers and the Auditor are subject to duties of confidentiality, including a duty not to trade on non-public information, whether by contract, applicable law, or relevant accounting standards. The Fund's Chief Compliance Officer periodically may request that the service providers confirm their compliance with these restrictions.

Neither the Fund nor the Adviser receives any compensation or other consideration for the disclosure of the Fund's portfolio holdings.

Only executive officers of the Fund, subject to the Board's oversight, may authorize disclosure of the Fund's portfolio securities. The Fund has adopted policies and procedures that are designed to ensure that disclosure of the information regarding portfolio holdings is in the best interest of the Fund's shareholders, including addressing any conflicts of interest between the interest of the Fund's shareholders and that of the Adviser, and any affiliated persons thereof. The Fund's Chief Compliance Officer, at least annually, reports to the Board regarding these policies and procedures and their application.

## MANAGEMENT OF THE FUND

The Fund's every day operations are managed by the Fund's adviser and the Fund's officers. Major policy decisions must be approved by the Board of Directors. The number of directors is currently set at nine. The Board must approve any change in the number of directors.

The Fund's Interested and Independent Directors and their occupations in the past five years are shown in the following table:

<u>Name, Address** and Age</u>	<u>Position(s) Held with Fund</u>	<u>Term of Office and Length of Time Served</u>	<u>Principal Occupation During Past 5 Years</u>	<u>Number of Portfolios in Fund Complex Overseen by Director</u>	<u>Other Directorships Held by Director during Past Five Years</u>
<b>Interested Directors</b>					
<b>Jeffrey Gibs</b> Age: 57	CEO, President, Portfolio Manager, Chief Compliance Officer and Director (7)	Annually since 2018	Chief Executive Officer since 2022, President and Portfolio Manager since 2016 (Titled Co-Portfolio Manager 2016 to 2021) and CCO since 2005. Jeffrey was Executive Vice President from 2015 to 2016 and Vice President from 1997 to 2015. He had worked as a consultant to the Fund since 1989. Additionally, since 1988, Mr. Gibs has been employed in the financial services industry which included roles as Vice President and other management positions for several financial institutions. Jeffrey is President of Volumetric Advisers, Inc.	1	None
<b>Irene J. Zawitkowski</b> Age: 71	Chair, Director (6)	Annually since 1978	Chair since 2018. CEO and Portfolio Manager from 2016 to 2022. Ms. Zawitkowski was President and Portfolio Co-manager from 2003 to 2016 and Executive Vice President of the Fund from inception of the Fund to 2003. Ms. Zawitkowski was also Executive Vice President of Volumetric Advisers, Inc. until 2022.	1	None
<b>Independent Directors</b>					
<b>Josef Haupl</b> Age: 79	Director (1)	Annually since 2004	Engineering Consultant to the chemical industry, since 2002. Previously, Director of Technology of Lurgi PSI, an engineering and construction services company for the chemical industry.	1	None
<b>Alexandre M. Olbrecht, PhD.</b> Age: 45	Director (3)	Annually since 2012	Professor of Economics, Anisfield School of Business at Ramapo College of New Jersey, since 2005. Executive Director of the Eastern Economic Association. He was elected by the Board as the Fund's Vice Financial Expert.	1	None
<b>Cornelius O'Sullivan</b> Age: 55	Director (3)	Annually since 2017	Proprietor of Neil T. O'Sullivan, CPA since 2009. Previously Partner, Cherian, O'Sullivan & Tatapudy, LLP, certified public accountants ("CPA"), since 2003. Mr. O'Sullivan started his accounting career with Ernst & Young, LLP certified public accountants.	1	None
<b>Stephen J. Samitt</b> Age: 82	Director (1)(4)	Annually since 1996	Principal at Stephen Samitt - Tax Preparation, since 2024; Previously a Principal at Stephen Samitt, CPA, LLC from 2008-2023, and Briggs Bunting & Dougherty, LLP, a full-service public accounting firm, since 1997. He was elected by the Board as the Fund's Financial Expert.	1	None
<b>Allan A. Samuels</b> Age: 86	Director (2) (5)	Annually since 2007	CEO and President of Rockland Business Association (RBA) since 2001. He is also Board member of several non-profit and business organizations.	1	None
<b>Raymond W. Sheridan</b> Age: 73	Director (2)	Annually since 1995	President, Raymond Sheridan Financial, Inc., insurance and financial services since 2002. Mr. Sheridan was Vice President and Treasurer of the Fund between 1997 and 2005.	1	None
<b>Stacey S. Yanosy</b> Age: 55	Director (3)	Annually since 2022	Member Development Officer at Affinity Federal Credit Union since 2019, Previously, she was a Banker at People's United Bank (2017 to 2019) and Branch Manager at Palisades Federal Credit Union (2009 to 2017).	1	None

<u>Name, Address** and Age</u>	<u>Position(s) Held with Fund</u>	<u>Term of Office and Length of Time Served</u>	<u>Principal Occupation During Past 5 Years</u>	<u>Number of Portfolios in Fund Complex Overseen by Director</u>	<u>Other Directorships Held by Director during Past Five Years</u>
<b>Officers</b>					
<b>Vincent D. Arscott</b> Age: 59	Vice President, Portfolio Manager, and Secretary	Since 2022	Portfolio Manager since 2023 and Vice President since 2022 for Volumetric Fund, Inc. His previous employment includes Kroll Bond Rating Agency, Inc., as a Senior Analyst (2016 to 2020) and the Federal Deposit Insurance Corporation (FDIC) as a Senior Complex Financial Institutions Specialist (2014 to 2016). He is a Chartered Financial Analyst (“CFA”) and Vice President of Volumetric Advisers, Inc.	1	None

(1) Member of the Governance & Nominating Committee.; (2) Co-Chair of the Governance & Nominating Committee.; (3) Member of the Audit Committee.; (4) Chairman of the Audit Committee. (5) Lead Independent Director. (6) Interested Director, former employee and former owner of the Adviser; (7) Interested Director, employee and owner of the Adviser.

\*\* The address of each director is c/o Volumetric Fund, Inc., 87 Violet Drive, Pearl River, New York 10965.

### LEADERSHIP STRUCTURE AND DIRECTOR QUALIFICATIONS

#### **Board Committees**

The Board has an Audit Committee and a Governance & Nominating Committee, each consisting entirely of Independent Directors.

The Audit Committee includes four Independent Directors: (i) Stephen Samitt (Chair and the Audit Committee’s Financial Expert), (ii) Alexandre Olbrecht, (Audit Committee’ Vice-Financial Expert), (iii) Cornelius O’Sullivan and (iv) Stacey Yanosy. The Audit Committee is primarily responsible for recommending the selection of the independent registered public accounting firm to the Board; receiving, reviewing, and keeping the Board informed about the shareholder reports, including the annual shareholder report; and such other matters that may warrant attention.

The Governance & Nominating Committee includes four Independent Directors: (i) Allan Samuels (Co-Chair), (ii) Raymond Sheridan (Co-Chair), (iii) Stephen Samitt and (iv) Josef Haupl. The Governance & Nominating Committee is primarily responsible for the oversight of the Board of Directors and making Director nominations to the Board.

Allan Samuels is the Fund’s Lead Independent Director.

The risk oversight of the Fund is addressed at Board meetings. The full Board of Directors and Independent Directors met in executive session four times in the last fiscal year. In addition, the Audit Committee met twice, and the Governance & Nominating Committee met once during the last fiscal year.

Shareholders may nominate a director for the Board. Any recommendation may be made to either Governance & Nominating Committee or any other member of the Board.

#### **Director Qualifications**

The Governance & Nominating Committee reviews the experience, qualifications, attributes and skills of potential candidates for nomination or election by the Board. In evaluating a candidate for nomination or election as a Director, the Committee takes into account the contribution that the candidate would be expected to make to the diverse mix of experience, qualifications, attributes and skills that the Committee believes contribute to good governance for the Fund. The Board has concluded, based on each Director’s experience, qualifications, attributes or skills on an individual basis and in combination with the other Directors, that each Director is qualified to serve on the Board. The Board believes that the Directors’ ability to review critically, evaluate, question and discuss information provided to them, to interact effectively with the Advisor, other service providers, legal counsel and the independent registered public accounting firm, and to exercise effective business judgment in the performance of their duties as Directors support this

conclusion. In determining that a particular Director is and will continue to be qualified to serve as a Director, the Board considers a variety of criteria, none of which, in isolation, is controlling.

**Jeffrey Gibs** - Mr. Gibs has served as Director of the Fund since 2018. Mr. Gibs also serves as Chief Executive Officer, President, Treasurer, Portfolio Manager and Chief Compliance Officer of the Fund and is President and a control person of the Adviser. Mr. Gibs has also previously served in a variety of other roles for the Fund, including as Executive Vice President, Vice President, and as a consultant. Mr. Gibs began his investment industry career in 1988 with Chase Manhattan Bank in the global custody area of the U.S. Private Banking Division. Mr. Gibs also worked at various investment firms, and most recently at US Bank as a Vice President of Hedge Fund Accounting and Operations. He attended Monmouth University, where he earned a B.S. degree in Business with concentration in Computer Systems. Mr. Gibs' extensive experience in the investment industry, including as an employee of the Adviser, adds depth and understanding to the Board's consideration of the Director's obligations to the Fund and shareholders.

**Irene J. Zawitkowski** - Ms. Zawitkowski has served as a Director of the Fund since 1978 and has been the Chair of the Board, since 2018. She was the Chief Executive Officer (2016 to 2022) and Portfolio Manager (2003 to 2022) for the Fund. Ms. Zawitkowski has served in other various capacities since the Fund's inception, including as President, Co-Portfolio Manager and Executive Vice President. Ms. Zawitkowski was Executive Vice President and a control person of the Adviser until 2022. Prior to her tenure with the Adviser and the Fund, Ms. Zawitkowski was an accounting supervisor for Lonza, Inc. She has a B.S. in Accounting and an MBA in Finance from Fairleigh Dickinson University. Ms. Zawitkowski's experience in finance and portfolio management, including as an original employee of the Adviser, adds depth and understanding to the Board's consideration of the Director's obligations to the Fund and shareholders.

**Josef Haupl** - Mr. Haupl has served as a Director of the Fund since 2004. He has worked as an Engineering Consultant in the chemical industry since 2002. Previously, Mr. Haupl was the Director of Technology for Lurgi PSI, an engineering and construction services company for the chemical industry. Mr. Haupl has participated on the Board since 2004 and has significant knowledge of the Fund and Adviser. He holds an MBA from Fairleigh Dickinson University (1997), and an Engineering Diploma (FH) at Ingenieur Schule in Aalen, Germany (1988).

**Alexandre M. Olbrecht** - Dr. Olbrecht has served as a Director of the Fund since 2012 and is the Audit Committee Vice-Financial Expert. He is a Professor of Economics at Ramapo College of New Jersey, a position he has held since 2005. He is also the Executive Director of the Eastern Economic Association, a not-for-profit corporation whose objective is to promote educational and scholarly exchange on economic affairs. Dr. Olbrecht holds a B.S. from Lehigh University and a M.A. and Ph.D., from the State University of New York at Binghamton. Dr. Olbrecht's experience in finance and economics adds depth and understanding to the Board's consideration of the Director's obligations to the Fund and shareholders.

**Cornelius O'Sullivan** - Mr. O'Sullivan has served as a Director of the Fund since 2017. He is the proprietor for the public accounting firm of Neil T. O'Sullivan, a position he has held since 2009. Previously, Mr. O'Sullivan was a partner at the public accounting firm of Cherian, O'Sullivan & Tatapudy, LLP, and began his career as an accountant for Ernst & Young, LLP. Mr. O'Sullivan received his B.S. in accounting from Manhattan College in 1990 and has been a licensed CPA since 1996. Mr. O'Sullivan's knowledge and experience as a certified public accountant ("CPA") brings unique tax and financial expertise to the Board.

**Stephen J. Samitt** - Mr. Samitt has served as a Director of the Fund since 1996 and is Chair of the Audit Committee. Mr. Samitt is a principal at the firm Stephen Samitt – Tax Preparation, since 2024; Previously he was a principal at Stephen Samitt, CPA, LLC, from 2008 to 2023; additionally, he was a principal at the public accounting firm of Briggs Bunting & Dougherty, LLP and a Partner at the accounting firm of Tait, Weller & Baker. His knowledge and experience as a CPA brings unique tax and financial expertise to the Board and is designated the Fund's financial expert.

**Allan A. Samuels** - Mr. Samuels has served as a Director of the Fund since 2007 and is Co-Chair of the Governance & Nominating Committee. He is the President and CEO of Rockland Business Association, a non-profit organization. He has significant board member experience as a director for several non-profit and business organizations. Mr. Samuels's experience in growing businesses and as a community leader, adds depth and understanding to the Board's consideration of the Director's obligations to the Fund and shareholders.



**Raymond W. Sheridan** - Mr. Sheridan has served as a Director of the Fund since 1995 and is Co-Chair of the Governance & Nominating Committee. He is the President of Raymond Sheridan Financial, Inc., an insurance and financial services firm since 2002. Previously, Mr. Sheridan was Vice President and Treasurer of the Fund between 1997 and 2005. Mr. Sheridan's experience in financial services and his knowledge and understanding about the Fund and the Adviser, adds depth and understanding to the Board's consideration of the Director's obligations to the Fund and shareholders. He graduated with a Business Administration Degree from Pace University in 1973.

**Stacey S. Yanosy** - Ms. Yanosy has served as a Director of the Fund since 2022. Ms. Yanosy is the Member Development Officer at Affinity Federal Credit Union, a position she has held since 2019. Previously, she was a Banker at People's United Bank (2017 to 2019) and the Branch Manager at Palisades Federal Credit Union (2009 to 2017). Ms. Yanosy brings over 20 years of finance and banking industry experience to the Funds Board. She received her B.A. in economics from Penn State University. Ms. Yanosy's experience in financial services and banking, adds depth and understanding to the Board's consideration of the Director's obligations to the Fund and shareholders.

The table below sets forth the aggregate dollar range of shares owned beneficially by each Director of the Fund as of the most recent fiscal year end, December 31, 2023. The dollar ranges are: \$1 - \$10,000; \$10,001 - \$50,000; \$50,001 - \$100,000; or over \$100,000.

<b>Name of Director</b>	<b>Dollar Range of Equity Securities in the Fund</b>	<b>Aggregate Dollar Range of Equity Securities in All Registered Investment Companies Overseen by Director in Family of Investment Companies</b>
Jeffrey Gibs	Over \$100,000	Over \$100,000
Irene J. Zawitkowski	Over \$100,000	Over \$100,000
Josef Haupl	Over \$100,000	Over \$100,000
Alexandre M Olbrecht, PhD.	\$10,001 to \$50,000	\$10,001 to \$50,000
Cornelius T. O'Sullivan	\$10,001 to \$50,000	\$10,001 to \$50,000
Stephen J. Samitt	Over \$100,000	Over \$100,000
Allan A. Samuels	\$50,001 to \$100,000	\$50,001 to \$100,000
Raymond W. Sheridan	Over \$100,000	Over \$100,000
Stacey S. Yanosy	\$1 to \$10,000	\$1 to \$10,000

No officers or directors of the Fund received any compensation from the Fund, but are compensated by the Adviser for serving on the Board. The amount of such fees is subject to increase or decrease at any time.

Directors receive a meeting fee of \$250 for each board and committee meeting they attend. However, Directors receive an additional \$160 for attending the Annual Meeting. The Chair of each Committee receives \$375 per meeting. The Financial Expert receives an annual fee of \$1,200. Total fees paid to Independent Directors were \$16,570 during the fiscal year ended December 31, 2023. Director fees and compensation of all officers are paid by the Adviser.

## CODE OF ETHICS

The Fund, the Adviser and the Distributor have each adopted codes of ethics (each a "Code") under Rule 17j-1 under the Investment Company Act of 1940, as amended (the "1940 Act") which governs the personal trading activities of all "Access Persons". Access Persons generally include all officers and interested directors of the Fund and those of the Adviser. The Code is based upon the principle that the Access Persons have the fiduciary duty to place the interest of Fund's shareholders above their own. Under each Code, the Directors are permitted to invest in securities that may also be purchased by the Fund.

The Code permits Access Persons to buy and sell securities for their own accounts, including securities that may be purchased or held by the Fund, subject to certain exceptions. The Code requires all Access Persons to report personal security holdings and personal securities transactions regularly. The Code

requires Access Persons, who are investment personnel, to pre-clear most of their personal securities transactions.

## PROXY VOTING POLICY

The Board of Directors of Volumetric Fund, Inc. has adopted a proxy voting policy and procedure that delegates the authority to vote proxies to the Chair of the Board and President of the Fund, subject to the supervision of the Board of Directors. The proxy voting policy generally provides that proxy voting will be decided on by a case-by-case basis, with the intention being to vote all proxies in the best interest of the Fund's shareholders.

The following guidelines summarize the policy in routine issues of proxies. Accordingly, the voting generally will support the management's slate of directors of the company being voted upon. Regarding the selection of independent auditors of the company being voted upon, the voting as a general rule, will support the management's choice of auditors. All other non-routine issues will be voted on a case-by-case basis in the best interest of Fund shareholders.

In situations where there is a conflict of interest, or apparent conflict with the Fund, the vote will be based upon the recommendation of the majority of the Fund's Independent Directors.

The Fund files Form N-PX with its complete proxy voting record for the twelve months ended June 30, no later than August 31 of each year. This filing is available without charge, upon request, by calling the Fund toll-free (800) 541-3863 and on the SEC's website at [www.sec.gov](http://www.sec.gov). The Fund will provide the Form N-PX information within three business days of the request.

## CONTROL PERSONS AND PRINCIPAL HOLDERS OF SECURITIES

A principal shareholder is any person who owns (either of record or beneficially) 5% or more of the outstanding shares of a fund. A person who beneficially owns, either directly or indirectly, more than 25% of the voting securities of a fund is presumed to be a control person of the fund.

There are no controlling person as of March 31, 2024, that own or control more than 25% of the shares outstanding of the Fund.

The following table shows the only persons known to own beneficially (as determined in accordance with Rule 13d-3 under the 1934 Act) 5% or more of the outstanding shares of the Fund as of March 31, 2024.

<b><u>Name and Address</u></b>	<b><u>% Ownership</u></b>	<b><u>Type of Ownership</u></b>
Interactive Brokers LLC 2 Pickwick Plaza Greenwich, CT 06830	7.56%	Record
M. Moshier 87 Violet Drive Pearl River, NY 10965	8.33%	Record

Management ownership, as of March 31, 2024, includes directors and their immediate family members, such as their spouses and minors, beneficially owned 167,287.776 shares or 10.20% of the outstanding shares of the Fund.

## INVESTMENT ADVISORY AND OTHER SERVICES

Volumetric Advisers, Inc. is the investment adviser of Volumetric Fund, Inc., 87 Violet Drive, Pearl River, New York, 10965, pursuant to the Investment Advisory Agreement (the "Agreement") between the Fund and the Adviser, dated February 1, 2024 (the "Effective Date"). The Board at its December 6, 2023, meeting, approved the Agreement, the terms of which were identical to the prior investment advisory agreement, with only the term updated. The Adviser is registered with the Securities and Exchange

Commission pursuant to the Investment Advisers Act of 1940, as amended. The Adviser was incorporated in New York in 1983.

The Agnes Gibbs Revocable Trust dated 11/15/17 is considered a controlling person of the Adviser. Agnes Gibbs is the trustee of The Agnes Gibbs Revocable Trust dated 11/15/17 and surviving wife of Founder Gabriel Gibbs.

The following are affiliated persons with both the Adviser and the Fund, in their respective capacity: Irene Zawitkowski is Chair of the Fund, former CEO and former Portfolio Manager of Volumetric Fund and former Executive Vice President and former partial owner of the Adviser; Jeffrey Gibbs is Chief Executive Officer, President, Portfolio Manager and Chief Compliance Officer of the Fund and President and partial owner of the Adviser. Jeffrey Gibbs is the son of Agnes and Gabriel Gibbs. Agnes Gibbs, the wife of Gabriel Gibbs, is strictly an owner of the Adviser and is not involved with the day to day activity of the Fund.

The fee received by the Adviser is detailed in the Prospectus. The Adviser's fee is a unitary fee such that it includes most Fund expenses, exclusive of interest, taxes, brokerage commissions and extraordinary expenses, and does not exceed 2.0%. The daily management fee is calculated each day and deducted from total assets, as an accrued expense, to obtain net assets. The management fee is paid to the Adviser monthly. The daily management fee is determined by multiplying the Fund's net assets by the appropriate rate, currently 1.90%, and dividing the resulting number by the number of calendar days of the year. Performance of the Fund does not affect the fee paid to the Adviser.

Management fees paid by the Fund to the Adviser for the past three years were as follows:

2023	\$ 687,306
2022	\$ 732,751
2021	\$ 771,533

The Agreement was approved by the Board of Directors (including the affirmative vote of all Directors who were not parties to the Agreement or interested persons of any such party) on December 6, 2023. The Agreement may be terminated without penalty within 60 days upon written notice by a vote of the majority of the Fund's Board of Directors, or by the Adviser or by Holders of a majority of the Fund's outstanding shares. The Agreement remained in effect for two years from its last approval of shareholders on April 22, 2022 and must now be renewable by the Board at least annually, or in the manner stipulated in the 1940 Act. This requires that the Agreement and any renewal be approved by a vote of the majority of the Fund's directors who are not parties to or interested persons of any such party, cast in person at a meeting specifically called for the purpose of voting on such approval.

The Adviser, in addition to providing investment advice, pays most expenses of the Fund. This includes: salaries of personnel, research, data processing, printing and postage, clerical, administrative, bank fees, advertising and marketing expenses and fidelity bonding for officers, as required by the 1940 Act. Furthermore, the Adviser also pays the Fund's custodian fees, state registration fees and franchise taxes, legal and auditing fees, and all other operating expenses, such as shareholder reports and proxy statements. However, the Adviser does not pay the Fund's brokerage commissions and SEC transaction fees. The Adviser shall not pay those expenses of the Fund which are related to litigation against the Fund, if any; or if the Fund is required to pay income taxes or penalties associated with those taxes.

The Fund does not receive any 12b-1 fees.

The Agreement may not be assigned or transferred to another investment adviser without the consent of Board of Directors, and a majority of the Fund's shareholders.

#### **TRANSFER AGENT, FUND ACCOUNTANT AND DIVIDEND PAYING AGENT**

Ultimus Fund Solutions, LLC ("Ultimus"), 225 Pictoria Drive, Suite 450, Cincinnati, Ohio 45246, serves as the Fund's transfer agent, fund accountant and dividend paying agent. As transfer agent, Ultimus performs all shareholder servicing functions, including transferring and recording ownership, processing purchase and redemption transactions, answering inquiries, mailing shareholder communications, and acting as the dividend disbursing agent. The Adviser, not the Fund, pays Ultimus.

## CUSTODIAN

The Custodian of the Fund's securities is US Bank, N.A., 1555 North Rivercenter Drive, Milwaukee, WI 53212. The Custodian does not have any part in determining the investment policies of the Fund or which securities are to be purchased or sold. The Adviser, not the Fund, pays the Custodian's fee.

## IRA AND PENSION ACCOUNT CUSTODIAN

First National Bank of Omaha ("FNBO") acts as the custodian of the IRA and various other retirement accounts that invest in the Fund. The Adviser, not the Fund, has paid the custodian's fees on behalf of existing shareholder. Closing account and other possible fees charged by the custodian are generally the responsibility of the shareholder.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The firm Cohen & Company, Ltd. ("Cohen"), 1835 Market Street, Suite 310, Philadelphia, PA 19103, has served as the Fund's Independent Registered Public Accountant during calendar year 2023. In March 2023, Cohen had acquired the investment management division of BBD, LLP, that had previously serviced the Fund as its Independent Registered Public Accountant.

The firm of BBD, LLP, 1835 Market Street, Suite 300, Philadelphia, PA 19103, served as the Fund's Independent Registered Public Accountant during calendar years ending 2012 through 2022.

The Adviser, not the Fund, paid BBD, LLP. The Adviser, not the Fund, pays Cohen.

## **PORTFOLIO MANAGERS**

The Fund is managed by Co-Portfolio Managers, Jeffrey Gibs and Vincent Arcsott (collectively, the "Portfolio Managers"). As of December 31, 2023, the Portfolio Managers were responsible for the management of the following other accounts in addition to the Fund:

<b>Jeffrey Gibs</b>				
<b>Type of Account</b>	<b>Number of Other Accounts Managed</b>	<b>Total Assets in Other Accounts Managed (millions)</b>	<b>Number of Accounts Managed with Performance-Based Advisory Fee</b>	<b>Total Assets with Performance-Based Advisory Fee (millions)</b>
Registered Investment Companies:	0	\$0	0	\$0
Other Pooled Investment Vehicles:	0	\$0	0	\$0
Other Accounts:	0	\$0	0	\$0

<b>Vincent Arcsott</b>				
<b>Type of Account</b>	<b>Number of Other Accounts Managed</b>	<b>Total Assets in Other Accounts Managed (millions)</b>	<b>Number of Accounts Managed with Performance-Based Advisory Fee</b>	<b>Total Assets with Performance-Based Advisory Fee (millions)</b>
Registered Investment Companies:	0	\$0	0	\$0
Other Pooled Investment Vehicles:	0	\$0	0	\$0
Other Accounts:	0	\$0	0	\$0

Portfolio Managers are employed and compensated by the Adviser, not the Fund. The Portfolio Managers are salaried employees with a potential bonus. The size of the assets under management and the performance of the fund do not determine compensation.

**Portfolio Manager**

Jeffrey Gibs  
Vincent Arscott

**Dollar Range of Fund Shares**

\$100,001 to \$500,000  
\$1 to \$10,000

**BROKERAGE ALLOCATION**

To minimize brokerage commissions the Fund predominantly utilizes the services of discount brokers and full-service brokers whose negotiated rates are competitive. Brokers are selected based on their fees, services and execution capability. The Fund does not obtain research services (“soft-dollar” services) from these brokers. There are no affiliated brokers.

The aggregate commissions paid by the Fund for the three previous calendar years are indicated below.

2023	\$ 4,666
2022	\$ 4,470
2021	\$ 2,678

**CAPITAL STOCK**

The Fund is authorized to issue up to 4,000,000 shares of common stock with a par value of \$.01 per share. Each share has one vote, and all shares participate equally in dividends and other distributions by the Fund. Fractional shares have the same rights proportionately as do full shares.

**PURCHASE, REDEMPTION AND PRICING OF SECURITIES**

Shares of the Fund may be purchased and redeemed as outlined in the Prospectus and Summary Prospectus.

The Fund redeems its shares at net asset value next determined after the Fund receives your redemption request. Redemption requests will be processed after verification of ownership. Requests to close an account may be required to be made in writing; however, the Adviser has the right to waive this requirement in its sole discretion. Redemption proceeds will be sent to the account owner’s address or bank account on record.

An Automatic Investment Plan (“AIP”) is available to shareholders to purchase shares. Periodic investments may be made at regular time intervals (e.g.: monthly, quarterly). A Systematic Withdrawal Plan (“SWP”) is also available for shareholder that wish to redeem shares on periodic basis (e.g.: monthly, quarterly). Both transaction types are processed electronically from the shareholder’s bank account.

**TAXATION OF THE FUND**

The Fund is qualified or intends to qualify annually as a “Regulated Investment Company” (“RIC”) under Subchapter M of the Internal Revenue Code. Qualified investment companies, such as most mutual funds, are exempt from Federal income taxes. In order to qualify as a RIC, the Fund must distribute annually to its shareholders, substantially all of its net investment income and net capital gains in the form of dividends or capital gain distributions.

## **UNDERWRITER**

Ultimus Fund Distributors, LLC, (the “Distributor”) located at 225 Pictoria Drive, Suite 450, Cincinnati, OH 45246 is the principal distributor and underwriter for the Fund. The Adviser, not the Fund, pays the Distributor.

## **FINANCIAL STATEMENTS**

The Fund’s 2023 Annual Report, containing the audited financial statements for year ended December 31, 2023, notes to financial statements, and the opinion of the Fund’s Independent Registered Public Accountant, Cohen & Company, Ltd., has been filed with the Securities and Exchange Commission and is hereby incorporated by reference into this Statement of Additional Information. A copy of the Annual Report is available, free of charge, by calling the Fund’s toll-free number at 800-541-3863, visiting the Fund’s website: [www.volumetric.com](http://www.volumetric.com) and the SEC’s website [www.sec.gov](http://www.sec.gov).