

Helium Fund

Société d'Investissement à Capital Variable – Société anonyme

Registered office: 5, allée Scheffer L-2520 Luxembourg

R.C.S. Luxembourg: B176.451

(The “**Company**”)

NOTICE TO THE SHAREHOLDERS OF THE COMPANY

The shareholders of the Company (the “**Shareholders**”) are hereby informed of the following:

1. Amendments to the sustainable policy of the Company

The board of directors of the Company has decided to amend, within Chapter 2 “Investment Objectives and Policies of the Company”, the sustainable policy of the Company for alignment purposes with that of Syquant Capital SAS (the “**Management Company**”) and in compliance with Regulation 2022/1288 (“**SFDR Level II**”), as follows (addition(s) in bold and deletion(s) in strikethrough):

“2) Sustainability related disclosures

~~[...] The Company makes all the management decisions for each Sub-Fund, considering the risks arising from sustainability factors in the meaning of SFDR. The Management Company adheres to the UN PRI principles and considers sustainability risks, as disclosed in the section “Risk considerations”, in its investment decisions besides the common financial analysis as well as the other portfolio specific risks. This consideration applies to the investment management process including the investment assessment and **any** screening. The ESG criteria summarised below describe the main pillars of extra financial analysis when making such investment decisions.~~

~~In this context, any Sub-Fund will apply further Environmental, Social and Governance factors integration through:~~

~~Exclusion strategy: the Management Company will establish an exclusion list for certain stocks by applying the criteria described below;~~

~~Screening: the Management Company will screen stocks (positively or negatively) which are considered for the portfolio of that Sub-Fund.~~

~~For Sub-Funds promoting ESG characteristics as per Article 8 of SFDR, an evaluation of the quality of governance is an integral part of the assessment of potential investments. The governance assessment considers accountability, protection of shareholders/bondholder’s rights and long-term sustainable value creation.~~

~~This ESG analysis will be performed before any Sub-Fund(s) proceeds to investment in any assets and the coverage will be apprehended in compliance with the regulation prevailing in~~

~~the different jurisdictions where the sub-funds are distributed and on the entire portfolio of the Sub Fund(s).~~

~~Exclusion strategy:~~

~~The Management Company will restrict investments in companies subject to international sanctions or involved in controversial weapons production.~~

~~Regarding sovereign issuers, the Management Company will exclude those committing serious violations of democratic and human rights.~~

~~In addition, the Management Company will not invest in any companies that are in severe breach with the UN Global Compact principles and the OECD Guidelines for Multinational Enterprises.~~

~~The Management Company will limit investments in companies involved in thermal coal production and distribution, tobacco production and distribution, arctic drilling, and oil sands exploration, production, and services. As regards thermal coal, the Management Company limits its investments based on the thresholds that have been set in the dedicated Coal Exit policy which can be viewed on the Management Company's website.~~

~~The Management Company will follow the exclusion list as per the above elements. However, the _____ Management Company may also consider other exclusion criteria that may appear necessary to address local and regional regulations, market trends and other activities considered as controversial in the future. The list of issuers to be excluded from the investable universe will be appropriately reviewed by the Management Company on a regular basis. _____ If an asset currently included in a Sub Fund's portfolio falls into that list at a later stage, the Management Company will take steps to disinvest as soon as possible to limit the impact on the performance of the Sub Fund.~~

~~Screening:~~

~~In order to perform **to implement ESG exclusions and a discretionary screening** this analysis, the Management Company mainly relies on data provided by a third-party service provider including:~~

~~[...]~~

~~The Management Company has put in place an ESG policy in order to ensure the compliance of the Environmental, Social and Governance promotion with the investment policy of each Sub Fund concerned and integrates Sustainability risks into its investment decisions by means of ESG promotion.~~

~~The ESG data sources used to assess and monitor the sustainability risks are mainly companies' public information, direct engagement with companies, financial press as well as external ESG data providers (if need be).~~

~~The Management Company integrates Sustainability Risks into its investment decisions by means of ESG integration.~~

~~The mandatory statement as per the Taxonomy Regulation is available under each Sub _____ Fund in the relevant Sub Fund Particular.~~

Further to the entry into force of EU Regulation 2022/1288 dated 6 April 2022 supplementing SFDR with regard to regulatory technical standards specifying the details of the content and presentation of the information in relation to the principle of ‘do no significant harm’, specifying the content, methodologies and presentation of information in relation to sustainability indicators and adverse sustainability impacts, and the content and presentation of the information in relation to the promotion of environmental or social characteristics and sustainable investment objectives in precontractual documents, on websites and in periodic reports (**“SFDR LEVEL II”**), Shareholders are informed about the environmental or social characteristics available in the “Appendix 4” of this Prospectus.

The Management Company ~~will~~ **publishes** information concerning its consideration of the principal adverse impacts of its investments on sustainability factors (“PAIs”) at entity level in accordance with articles 4.1(a) and 4.2 SFDR in its “Principal Adverse Impact Statement” **available on the Management Company’s website**. ~~Information specific to each Sub Fund and compliant with article 7.1 SFDR concerning its consideration of its respective PAIs is available in the relevant Sub Fund Particulars. The information on principal adverse impacts on sustainability is available in the fund’s annual report. [...]~~

2. Amendments to the section related to the performance fee

The board of directors of the Company has decided to amend, within Chapter 12 “Charges and expenses”, the section “Performance fee” in order to clarify the compliance with some aspects of the related ESMA guidelines. These amendments are introduced for completeness and transparency purposes only, as follows (addition(s) in bold and deletion(s) in strikethrough):

“Unless otherwise provided for in the relevant Sub-Fund Particular, the Performance Fee in respect of any Class within a Sub-Fund will be paid if the Net Asset Value per share as at the end of the Performance Period exceeds both the High Watermark (as defined below) and the Net Asset Value of a virtual share Class (“Theoretical Net Asset Value per share”):

- (i) which would have been launched on the same launching date, at the same initial Net Asset Value,***
- (ii) which Net Asset Value at the end of any successive past Performance Periods would have been the maximum between:***
 - a. the Net Asset Value of the real Class itself at the end of the relevant Performance Period and***
 - b. the Net Asset Value of the virtual Class at the beginning of the same relevant past Performance Period increased by the performance of the hurdle over the same past Performance Period***
- (iii) which performance over the current Performance Period would be the performance of the hurdle***
- (iv) such current performance over the current Performance Period being potentially completed by an Annual Investor Protection Threshold (as defined in the relevant Sub Fund particular)***

This mechanism warrants that all previous underperformances are compensated before any Performance Fee becomes payable.

In such circumstances the Performance Fee will be calculated applying the corresponding Performance Fee rate as defined in the relevant Sub-Fund particular to the positive difference between the two Net Asset Values defined above.

Unless otherwise provided for in the relevant Sub-Fund Particular, an accrual in respect of the Performance Fee will be made at the frequency of the Net Asset Value if conditions referred to in the previous paragraph are met. For this purpose, those conditions will be assessed by reference to the Net Asset Values per share of the Class and per virtual share within the relevant Sub-Fund in question over the part of the Performance Period up to the Valuation Day. If none of these conditions are met, no accrual will be made in respect of the relevant Valuation Day.

~~Unless otherwise provided in the relevant Sub Fund Particular for a specific Sub Fund and subject to the provision below concerning the event where an Investor redeems Shares prior to the end of the financial year, the Performance Fee is payable annually in arrears as at the end of the financial year.~~

~~Unless otherwise provided for in the relevant Sub Fund Particular, the Performance Fee in respect of any Class within a Sub Fund will be paid if (i) the Net Asset Value per share as at the end of the Performance Period exceeds the High Watermark per share that was recorded at the end of any prior Performance Period since the launch of the Sub Fund (no reset to be taken into account, the reference period being the whole life of the Sub Fund); and (ii) the difference between the performance of the Net Asset Value per share over the Performance Period and the performance of the benchmark in the case it is an index or a composition of indices or the daily compounded accrued income of the benchmark in the case it is a money market rate, is positive. The performance of the Net Asset Value per share over the Performance Period should be calculated as the lowest of (i) the performance of the Net Asset Value calculated with reference to the Net Asset Value at the start of the Performance Period and (ii) the performance of the Net Asset Value calculated with reference to the High Watermark that was recorded at the end of any prior Performance Period since the launch of the Sub Fund. If these conditions set out above are met, the Performance Fee payable will be calculated in accordance with the details set out in the relevant Sub Fund Particular in relation to the Class of Shares within the relevant Sub Fund. These details may vary between Sub Funds and Classes and are expressly set out in the relevant Sub Fund Particular.~~

~~Unless otherwise provided for in the relevant Sub Fund Particular, an accrual in respect of the Performance Fee will be made weekly if conditions (i) and (ii) referred to in the previous paragraph are met. For this purpose, those conditions will be assessed by reference to the performance of the Net Asset Value per share of the Class within the relevant Sub Fund in question over the part of the Performance Period up to the Valuation Day. If either of these conditions is not met, no accrual will be made in respect of the relevant Valuation Day."~~

These modifications are further reflected in the sub-funds' factsheets.

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The prospectus, the key information documents, the articles of association of the SICAV, 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

Luxembourg, 25 September 2023

The board of directors of the Company