

Annex 4.
Terms and Conditions of the Sub-Fund “D”
OF FONTE EMERGING MARKETS UMBRELLA FUND OEIC LIMITED

The Units of this Sub-Fund have been issued under the Offering Materials of Fonte Emerging Markets Umbrella Fund OEIC Limited (the “**Fund**”) for Professional Clients only (the “**Units**”). Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Offering Materials dated November 29, 2024 (the “**Offering Materials**”). This document constitutes the Terms and Conditions of the Units (the “**Units T&C**”) described herein. This document is prepared for the purposes of the AIFC rules and must be read in conjunction with the Offering Materials. Full information on the Fund and the offer of the Units is only available on the basis of the combination of these Units T&C and the Offering Materials. The T&C and the Offering Materials have been published on the website of the Astana International Exchange (hereinafter “**AIX**”) at <https://www.aix.kz> and the website of the Fund at www.fonte.kz.

Astana International Exchange Ltd (AIX) and its related companies and their respective directors, officers and employees do not accept responsibility for the content of these Units T&C including the accuracy or completeness of any information or statements included in it. Liability for the Units T&C lies with the Sub-Fund of the Units T&C and other persons such as Experts whose opinions are included in the Units T&C with their consent. Nor has AIX, its directors, officers or employees assessed the suitability of the securities to which the Units T&C relates for any particular investor or type of investor. If you do not understand the contents of these Units T&C or are unsure whether the securities are suitable for your individual investment objectives and circumstances, you should consult an authorised financial advisor.

Disclaimer

The Units of this Sub-Fund have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered, sold, pledged, or otherwise transferred, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. Person as defined in Regulation S under the Securities Act (“Regulation S”) during the applicable distribution compliance period, except in transactions that are exempt from the registration requirements of the Securities Act and any applicable state securities laws.

The Units are being offered and sold outside the United States to persons who are not U.S. Persons in reliance on Regulation . Any resale or transfer of the Units in the United States or to U.S. Persons may constitute a violation of U.S. securities laws and is prohibited except as permitted under the Securities Act and applicable laws.

This document does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States or to any U.S. Persons. Prospective investors are solely responsible for ensuring that their acquisition of Units complies with applicable laws and regulations in their respective jurisdictions.

Name of the Fund	Sub-Fund “D”
Registration details of the Sub-Fund	BIN 230240900182; Back-office System Sub-Fund # 004/D
Base currency of the Sub-Fund	USD
Duration of the Sub-Fund	Indefinite
Units of the Sub-Fund	Share D
Investment Declaration of the Sub-Fund	The Sub-Fund D will invest in BIONIQ Surgical Intelligence Holdings, LLC that participates in pre-IPO of Caresyntax Corporation ¹ (please see detailed information in section “Other terms and conditions of the Sub-Fund”)
Sub-Fund’s Registrar	AIX Registrar
Sub-Fund’s Bank	Altyn Bank JSC (SB of China CITIC Bank Corporation Ltd), 109V Abay Ave., Almaty, Republic of Kazakhstan, A05A1B9, +7(727)2596900, info@altyn-i.kz

¹ Caresyntax Inc. (hereinafter – Caresyntax) is a global health technology company that provides AI-driven surgical data and analytics solutions to enhance patient safety, optimize workflows, and improve surgical outcomes. Registered Office: 900 Larkspur Landing, Suite 120, Larkspur, CA 94939, USA.

	other eligible (authorized, licensed) banks due to arrangements with the Fund Manager.
Sub-Fund's Broker	Altyn Adam Associates, JSC; floor 2, 34 Al-Farabi Ave, block A, Almaty, Republic of Kazakhstan, A25D5F6, +7 (727) 3110954, info@altynadam.finance; other eligible (authorised, licensed) brokers due to agreements with the Fund Manager.
Fees of the Sub-Fund	1) Transfer Fee; 2) Management fee; 3) Operational fees; 4) Performance fee; 5) Redemption fee
Transfer fee	Please see the respective section of the Offering Materials
Management fee	2% (two percent) per annum of the Sub-Fund's NAV that will be paid on a quarterly basis to the Fund Manager and 50 000 (fifty thousand) USD per annum that is charged on a quarterly basis payable to the Fund Manager
Operational fees	Please see the respective section of the Offering Materials. The maximum limit for operational fees shall not exceed 2% per annum of Sub-Fund's NAV.
Performance fee	In accordance with the section 8.5 of the Offering Materials (Performance fee); 20% (twenty percent) of Sub-Fund's Net Profit; Annually
Redemption fee	5% (five percent) of the NAV per redeemable Shares on Redemption Date.
Subscription terms of the Sub-Fund	Type of Units: Open-ended investment Units of Sub-Fund D; Currency: USD (United States dollars); Initial Share Price: USD 1,000; Number of Shares issued: 100,000; Circulation period: Open-ended
Redemption terms of the Sub-Fund	Redemption terms of the Sub-Fund in accordance with the redemption procedure stipulated in clause 5.3. of the base Offering Materials. However, for Sub-Fund D, the Lock-up period is established at 360 calendar days from the Share D purchasing date, overriding the standard Lock-up period of 180 days specified in the base Offering Materials. During the Lock-up period, investors may redeem their Shares but will be subject to a fee of 5% (five percent) of the Net Asset Value (NAV) of the redeemable Shares on the Redemption Date.
Other terms and conditions of the Sub-Fund	Strategy and Objective Sub-Fund D focuses on investments in equity and convertible debt of Caresyntax Corporation ("Company"), a global leader in precision surgery technology. The Company specializes in surgical data analytics and AI-driven solutions, improving patient outcomes and operational efficiencies in healthcare facilities. The Sub-Fund D aims for significant capital appreciation over the medium to long term by participating in pre-IPO financing rounds of the Company through BIONIQ Surgical Intelligence Holdings, LLC (SIH). These investments will be structured through various capital-raising rounds, including private placements, equity issuances, and convertible debt instruments. Given the nature of pre-IPO investments, the strategy may involve holding assets with limited liquidity, necessitating an extended Lock-up period of 360 days to protect the interests of all investors and ensure stable asset management. Risks Investors should be aware of the following key risks associated with Sub-Fund D: 1) Liquidity Risk: The ability to redeem Shares during the Lock-up period is subject to a 5% fee, which may impact the overall returns on investment. 2) Market Risk: The Sub-Fund invests in emerging markets, which are subject to high volatility as well as political, economic, and regulatory risks. 3) Concentration Risk: A focused investment approach may lead to higher exposure to specific sectors or companies, increasing the impact of adverse events. 4) Restrictions on Investments: Certain investments may be subject to restrictions under the applicable regulatory framework or fund policies, which could limit diversification or access to specific asset classes. 5) Use of Hedging Instruments: While the Sub-Fund may employ hedging strategies using financial derivatives or other instruments to mitigate risks

such as currency or interest rate fluctuations, these strategies may not always be successful and could introduce additional costs or risks.

Covenants Related to the Lock-Up Period

- 1) The 360-day Lock-up period applies from the listing date on AIX;
- 2) During the Lock-up period, investors may submit redemption requests, subject to a 5% fee of the NAV of the redeemable Shares on the Redemption Date;
- 3) The redemption policy is aligned with the long-term investment strategy of the Sub-Fund, ensuring effective portfolio management and safeguarding the interests of all investors.

Investors are encouraged to review the full Offering Materials for further details on the strategy, risks, and terms applicable to Sub-Fund D.