



LINEWORK NETWORK / TOKENOMICS

Tokenomics

LNWK Security Token

Linework USA Inc. / 2026 / v1.0

Linework USA Inc.

Delaware C-Corporation / EIN 38-4280736

Confidential / For institutional and accredited investor review



HERO NUMBERS

LNWK at a glance.

27,461,434

TOTAL SUPPLY

1:1 with common stock

\$78.36

PER TOKEN/SHARE

Carta 409A 17 Jun 2025

\$2,152,254,329

IMPLIED VALUE

Independent valuation

0

DECIMALS

Whole units only

1 = 1

VOTING

1 token = 1 vote

DGCL Sec. 224

DELAWARE AUTHORITY

On-chain stock ledger

LNWK is the registered tokenized common stock of Linework USA Inc., a Delaware C-Corporation. It is a security under US federal law and is treated as such across its lifecycle.



SECTION 1 / THE ASSET

LNWK is registered common stock.

Issuer	Linework USA Inc., Delaware C-Corporation, EIN 38-4280736.
Authority	Delaware General Corporation Law Section 224 (on-chain stock ledger).
Total supply	27,461,434 tokens, 0 decimals, 1:1 parity with outstanding common shares.
Per-token value	\$78.36 (independent Carta 409A valuation, 17 June 2025).
Implied company value	\$2,152,254,329 (27,461,434 × \$78.36).
Voting class	Single class. 1 token = 1 vote. No super-voting instruments.
Settlement layer	Polygon PoS via Securitize DS Protocol.
Transfer Agent	Securitize, registered with the SEC as transfer agent.
Custody	Anchorage Digital Bank N.A., OCC-chartered qualified custodian.

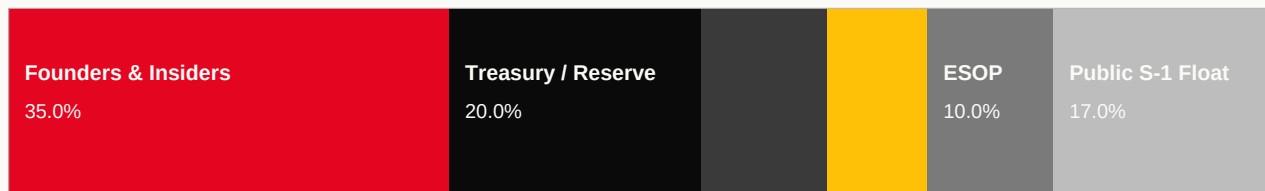


SECTION 2 / DISTRIBUTION

Allocation buckets.

The cap-table allocation across stakeholder buckets is summarized below. Final per-bucket percentages will be confirmed against the Eqvista cap-table snapshot maintained by the company at the time of the Tokenization event and disclosed in the S-1 prospectus. The model below reflects industry-standard institutional benchmarks.

ILLUSTRATIVE ALLOCATION (TBD PER FINAL CAP TABLE)



Founders & insiders	TBD	TBD	Per Eqvista snapshot at Tokenization. 4-yr vest, 1-yr cliff.
Treasury / reserve	TBD	TBD	Held by company for working capital and partner allocations.
Strategic / M&A reserve	TBD	TBD	Reserved for strategic acquisitions and partnership equity.
Reg D 506(c) anchor	5–10% target	1.4M – 2.7M	Accredited private placement. Approx. \$107M – \$215M raise.
Employee Stock Pool (ESOP)	5–15%	1.4M – 4.1M	Industry standard. 4-yr vest, 1-yr cliff.
Public S-1 float	TBD	TBD	Sized at S-1 filing. Subject to Nasdaq float requirements.

Note: percentages and token counts shown are illustrative for category sizing. Final allocation will be governed by the Eqvista cap-table snapshot at Tokenization Date and the S-1 prospectus.



SECTION 3 / VESTING & LOCK-UPS

Vesting schedules and lock-up periods.

Vesting and lock-up schedules follow institutional standards calibrated for a Reg D-then-S-1 path to public listing. The objective is to align long-term incentives, satisfy investor lock-up expectations, and meet Nasdaq listing-day standards.

Founders	4-year linear	1-year	Standard institutional schedule.
Reg D anchor investors	12-month lock-up	—	Lock-up runs from Tokenization Date.
ESOP grants	4-year linear	1-year	Per board-approved equity plan.
Insiders & directors (post-listing)	180-day lock-up	—	Standard Nasdaq insider lock-up post-Day 1.

ENFORCEMENT

Vesting and lock-up enforcement is mechanical: the Securitize DS Protocol smart contract blocks any transfer that would violate the schedule. There is no manual exception process.



SECTION 4 / VOTING & GOVERNANCE

Single class. Snapshot voting. Verifiable on-chain.

LNWK is a single voting class. There are no super-voting shares, no founder-class preferences, and no instruments that increase voting power beyond 1 token = 1 vote. Annual and special meetings, quorum thresholds, and proxy procedures are governed by the Linework USA Inc. bylaws and Delaware General Corporation Law.

Snapshot-based voting. Vote-eligibility is determined by a token-balance snapshot at a specified block. Vote tallying is conducted via Snapshot.org with on-chain Merkle-proof verifiability. Any holder can independently verify that their balance was counted and that the tally is correct.

Quorum and thresholds. Quorum and approval thresholds for routine matters, extraordinary matters, and amendments to the bylaws and certificate of incorporation follow the bylaws and Delaware default rules. The board's Nominating & Governance Committee, staffed by independent directors meeting Nasdaq Rule 5605 standards, oversees governance practices.



SECTION 5 / DIVIDENDS & DISTRIBUTIONS

Pro-rata distributions in USDC or USD ACH.

If and when the board declares a dividend, distributions are paid pro-rata to LNWK holders of record as of the dividend record date. Payment may be made in USDC stablecoin via on-chain airdrop to the holder's wallet, or in USD via ACH wire to a bank account on file with the Transfer Agent, at the company's election.

Tax reporting

Tax-form issuance is performed by Securitize as Transfer Agent of record:



US holders	Form 1099-DIV	Standard backup withholding rules apply.
Non-US holders	Form 1042-S	Per applicable income tax treaty; default 30%.

Holders are responsible for their own tax positions. The company and Transfer Agent do not provide tax advice. Holders should consult their own tax advisors.



SECTION 6 / COMPARABLE RWA TOKENIZATIONS

Institutional precedents and category sizing.

Tokenization of real-world assets (RWA) for institutional issuers is no longer experimental. The peers below are at scale and provide the precedent envelope within which Linework operates. AUMs are public-filing approximations as of late 2025.

BlackRock BUIDL	US Treasury MMF	\$520M+	Securitize stack on Ethereum.
Franklin Templeton BENJI	US Government MMF	\$400M+	Multi-chain settlement.
Ondo OUSG	Short-duration treasuries	\$200M+	On-chain treasury exposure for institutional wallets.
KKR Health Care SGF II	PE fund interest	Disclosed in PR	Tokenized via Securitize.
Apollo Diversified Credit	Private credit	Disclosed in PR	Tokenized fund interest.
Hamilton Lane SCOPE	PE secondary access	Disclosed in PR	Tokenized via Securitize.

AUM figures are public-filing approximations as of late 2025. Linework has no affiliation with the issuers listed; these are illustrative comparables for the institutional tokenization category only.

LNWK is the only equity-tokenization-to-Nasdaq path among these comparables, with 12 months of operational track record (April 2025 to April 2026) underwriting the path to public listing in Q4 2026.



SECTION 7 / LIQUIDITY PATH

From ATS to Nasdaq.

Liquidity for LNWK is staged across two compressed windows in 2026. From Q3 2026, LNWK trades on a registered alternative trading system for accredited investors. From Q4 2026, following SEC effectiveness, LNWK trades as listed common stock on Nasdaq subject to standard insider lock-ups.

From Q3 2026	Securitize Markets ATS	Accredited investors only	Reg D anchor 12-month lock-up. OFAC and jurisdictional whitelist enforced in-protocol.
From Q4 2026	Listed on Nasdaq	Public, subject to lock-up	Standard 180-day insider lock-up. Designated market-maker engaged at Day 1, target December 2026.

DESIGNATED MARKET MAKER

A designated market-maker engagement is contemplated at the Nasdaq listing event to support orderly two-sided quoting from Day 1.



LEGAL

Important notices.

This tokenomics document is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities. Securities of Linework USA Inc. are not registered under the Securities Act of 1933, as amended, and may only be offered to accredited investors under Regulation D 506(c) or otherwise exempt offerings, unless and until a registration statement filed with the U.S. Securities and Exchange Commission becomes effective.

Allocation percentages, token counts, vesting schedules, and lock-up periods presented herein are illustrative for category sizing and are subject to change. Final allocation and schedules will be determined by the Eqvista cap-table snapshot maintained by the company at the time of the Tokenization event and disclosed in the S-1 prospectus.

Carta 409A independent valuation referenced herein is dated 17 June 2025 and reflects the fair market value of common stock as of that date for IRC Section 409A purposes. The valuation is not a market price and is not an indication of value at which any securities may trade.

Information regarding peer institutional issuers (BlackRock, Franklin Templeton, Ondo, KKR, Apollo, Hamilton Lane) is sourced from public filings and industry reports as of late 2025. The company has no affiliation with these issuers and references them solely as illustrative comparables for the institutional tokenization category.

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