



DOCUMENT

Provider Grant Charter

Formal charter for the 10% Provider Grant in LNWK security tokens, awarded to Giulio Gagliano in their capacity as a Provider for Linework USA Inc.

VERSION	DATE	CLASSIFICATION
v1.0	May 30, 2026	Board Confidential

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Charter Governance

At a glance. Formal charter for the 10% Provider Grant in LNWK security tokens awarded to Giulio Gagliano in his capacity as Provider to Linework USA Inc., pursuant to TSEP v4.2 (signed April 28, 2026). Executive summary for the Board, Counsel, and auditors.

Provider

Item	Details
Provider	Giulio Gagliano
Provider NewCo (ultimate assignee)	Aetherneum Holding LLC — Delaware single-member LLC (set up via Stripe Atlas)
Contract reference	TSEP v4.2 §3.1 + §3.2 + §3.10 + §10.5
Counterparty	Linework USA Inc. (Delaware C-Corp · EIN 38-4280736)
TSEP signing date	April 28, 2026

Provider Role (TSEP §3 + §10.5)

As the Provider, Giulio Gagliano ensures Linework USA Inc. receives full delivery of:

- **LNWK security-token suite architecture — ERC-1404 + upgradeable ERC-20 (UUPS), integrated with the Securitize DS Protocol**
- **Deployment + production validation of the suite on Polygon mainnet (May 29, 2026)**
- **Coordination of external audits OpenZeppelin (final delivered May 19) + CertiK (v4 delivered May 22)**
- **Onboarding lead for Anchorage Digital Bank as Qualified Custodian**
- **3-of-5 Governance Safe + 48h Timelock for minting, compliance, and distribution management**
- **Reg S Cat 3 / Reg D 506(c) compliance regime enforced on-chain**
- **Ongoing operational coordination among the Board, Counsel, Anchorage, Eqvista, and the Transfer Agent**

Provider Grant Allocation

Item	Value
Base Allocation (TSEP §3.1)	10.00% of the total cap table

Shares Granted	2,746,143 LNWK
Implied Valuation (post-money \$2.15B)	\$215,187,797
Nominal Beneficiary	Aetherneum Holding LLC (per TSEP §10.5)

Provider Grant Vesting (TSEP §3.2)

Tranche	Allocation	Shares	When
One-time cliff	25.00%	686,535 LNWK	On the Tokenization Date (TSEP §1.19)
Linear vesting	75.00%	2,059,608 LNWK	36 months (1,094 days) on-chain
Total	100.00%	2,746,143 LNWK	

The remaining linear vesting is governed by an on-chain [VestingWallet](#) contract (OpenZeppelin standard, immutable, verified on Polygonscan), with the beneficiary set to Aetherneum Holding LLC's address.

Acceleration (TSEP §3.3)

The following events automatically accelerate vesting of the remaining Provider Grant:

1. Change of control of Linework USA Inc.
2. Termination of the Provider by the Company "without cause"
3. Termination by the Provider "for good reason"
4. Substantially all sale of the Company's assets
5. IPO / direct listing of the Company

Acceleration is overseen by the Board via a supermajority vote and ratified through Safe 3-of-5.

Participation Right (TSEP §3.10)

The Provider retains a **perpetual 10% Participation Right** in future issuances of the Company's securities, consistent with the TSEP's anti-dilution provisions. The Provider may exercise this right within 30 days of notice of a new issuance, preserving its proportional ownership post-dilution.

Retainer and milestones (TSEP §4)

In addition to the Provider Grant, the Provider receives a monthly retainer of \$30,000 plus milestone fees of up to \$4,550,000+ tied to achieving specific objectives in the Linework USA Inc. roadmap.

Charter Governance

Item	Method
Charter Amendments	Only via a TSEP amendment signed by the Board + Provider
Dispute Resolution	In accordance with the TSEP jurisdiction clause (Delaware)
Notices	Via certified email (PEC) + tracked emails between the Company's Counsel and the Provider
Provider Grant Audit	Annual, conducted by an independent external auditor

Positioning note. The 10% Provider Grant reflects Giulio Gagliano's foundational contribution to the design, deployment, and governance of Linework USA Inc.'s security-token suite. Without this contribution, the issuance of the LNWK security token, Reg S Cat 3 compliance, and the integration with Anchorage Digital Bank would not have been achievable in their current form or within the current timeline.

Charter v1.0 · May 2026 · Linework USA Inc. — Delaware C-Corp · EIN 38-4280736.