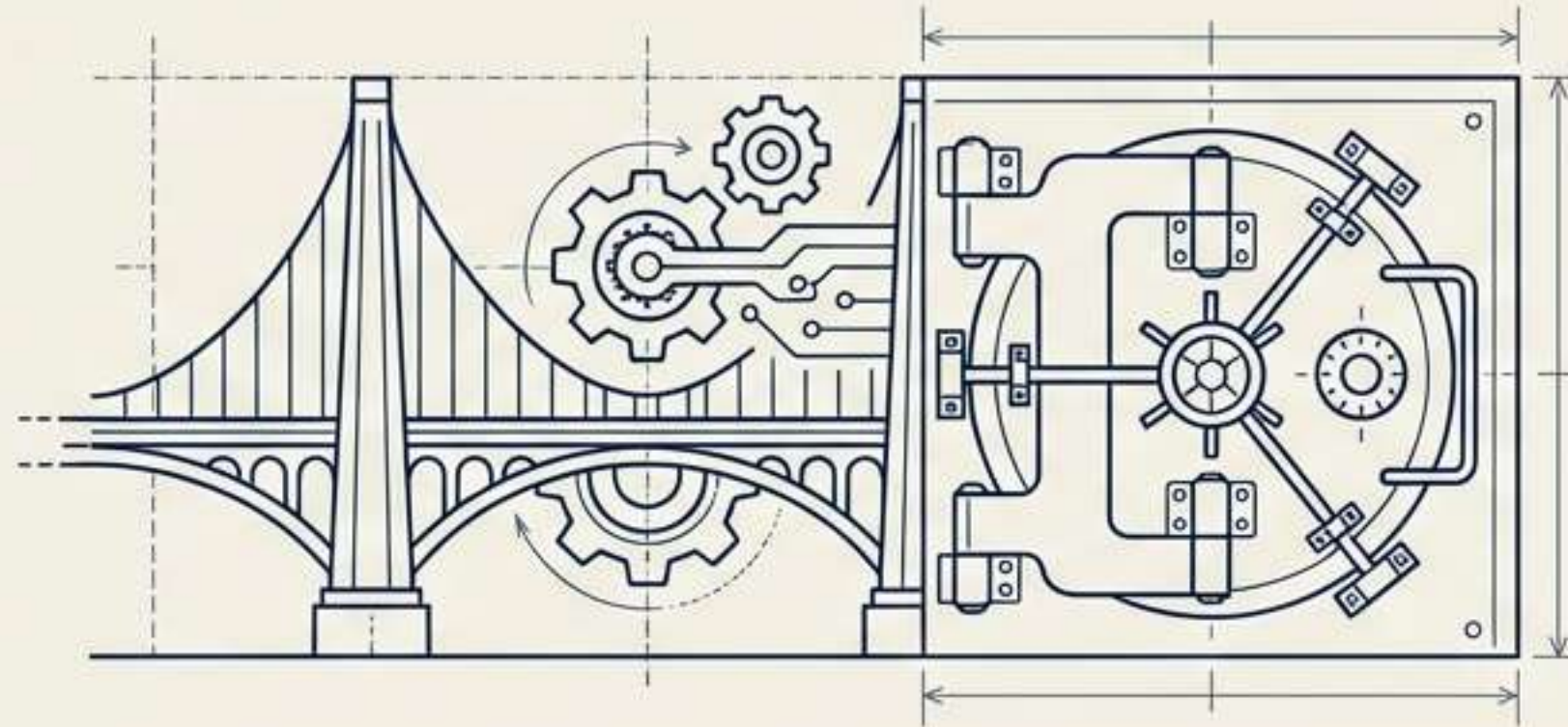


TOKEN LEBNANI LTD



FSRA Pre-Application Meeting — Executive Brief

Regulated Digital Securities Platform for Lebanese Real Estate

Connecting the Diaspora through a Regulated Framework

THE NEED

The Lebanese diaspora, estimated at 10+ million worldwide, maintains strong cultural connections to their homeland but lacks access to regulated, secure investment vehicles.



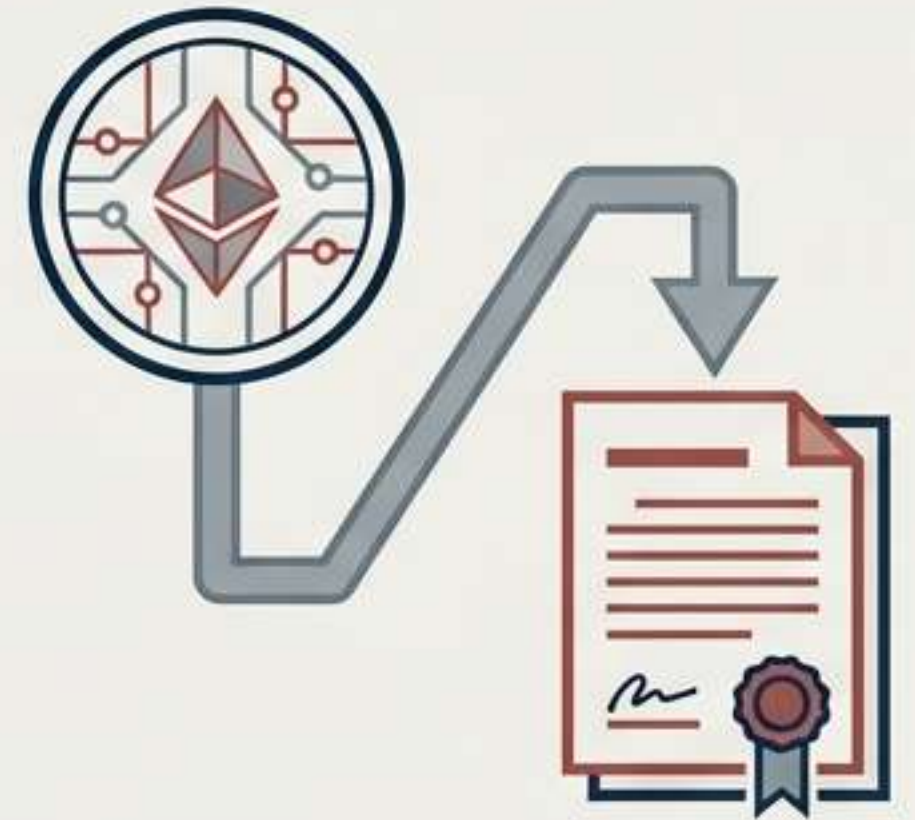
THE SOLUTION

A bankruptcy-remote SPV structure that combines ADGM governance with Lebanese asset ownership and multi-layered investor protections.

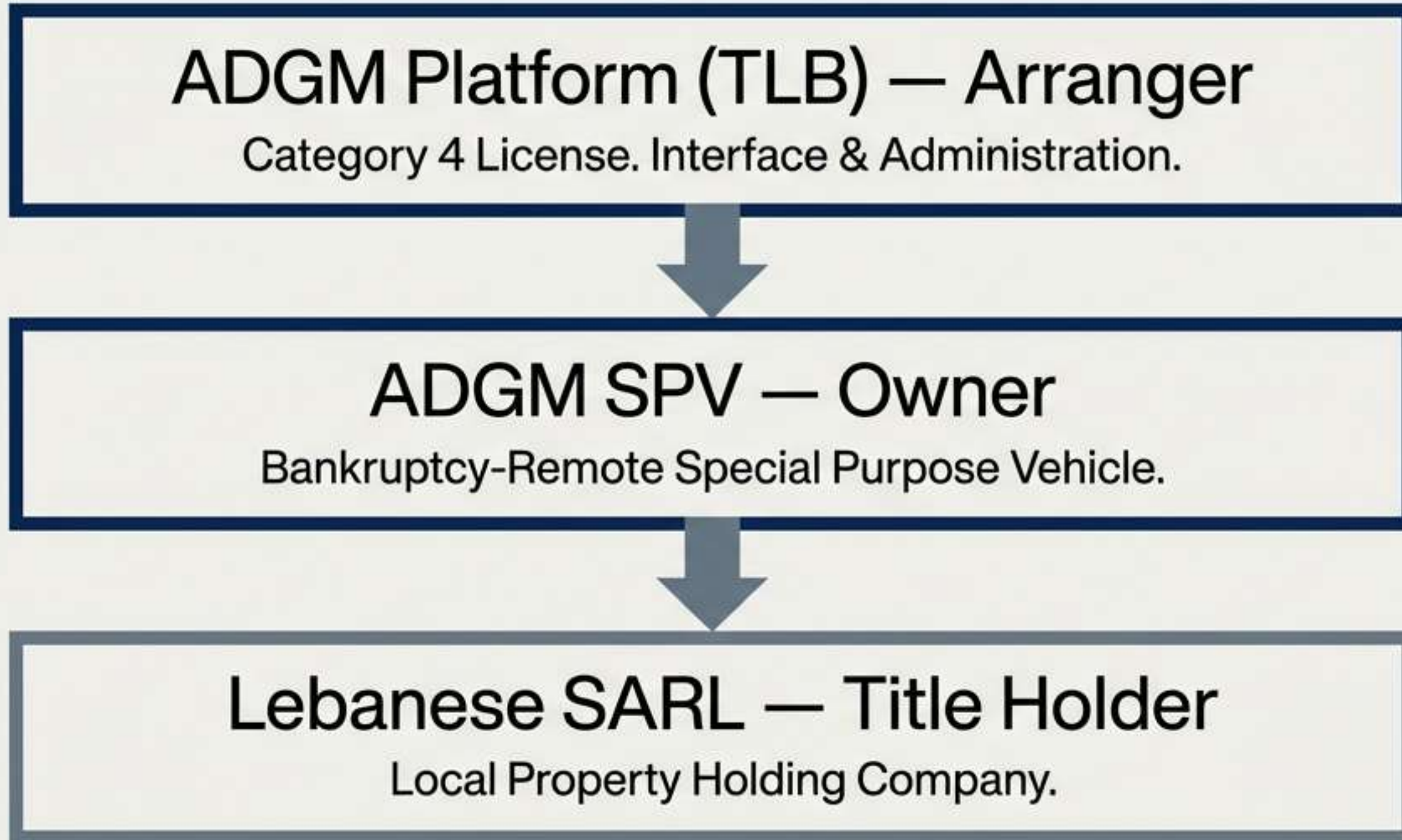


THE MECHANISM

Enabling diaspora investors to acquire ownership interests in Lebanese real estate through a compliant ADGM framework.



The Operational Blueprint: Three-Tier Legal Structure



CRITICAL DISTINCTION:

TLB never holds client funds or asset title.

The structure separates the platform risk from the asset risk.

- Category 4 License: Arranging Deals in Investments
- Non-custodial payment architecture
- Comprehensive AML/CFT controls

Defining the Regulatory Perimeter (Category 4)

“We administer the contract; we do not manage the asset.”

IN SCOPE (Authorized)

- ✓ Arrange deals in investments
- ✓ Administer investment agreements
- ✓ Facilitate primary market issuance

OUT OF SCOPE (Prohibited)

- ✗ Operate MTF or Exchange (requires MTF license)
- ✗ Take custody of client assets (requires Custodian license)
- ✗ Provide investment advice (requires Advisor license)

Distinction: TLB provides contractual remedies but does not exercise discretion over property operations.

Mitigating the Lebanon Risk Profile

RISK IDENTIFIED	ADGM SHIELD ENGINEERED
Jurisdictional Status: FATF grey-list jurisdiction.	ADGM governance structure providing legal certainty and offshore dominance.
Banking Sector: Instability and currency convertibility risk.	Cash-flow protocol avoids Lebanese banking channels entirely.
Enforcement: Cross-border complexity.	Treaty-based enforcement via New York Convention (1958) and Registered Share Pledge.

The 'Clean' Cash-Flow Repatriation Protocol



RED LINE PROHIBITION: NO FUNDS TRANSIT LEBANESE RETAIL BANK ACCOUNTS

Explicit prohibition on investor or platform funds touching the local retail banking system to mitigate currency and solvency risks.

AML/CFT Framework & Source of Wealth

Enhanced Controls

- 180-Day Fund Residency Rule
- VASP Integration for digital flows
- Automated transaction monitoring

Complex Wealth Verification

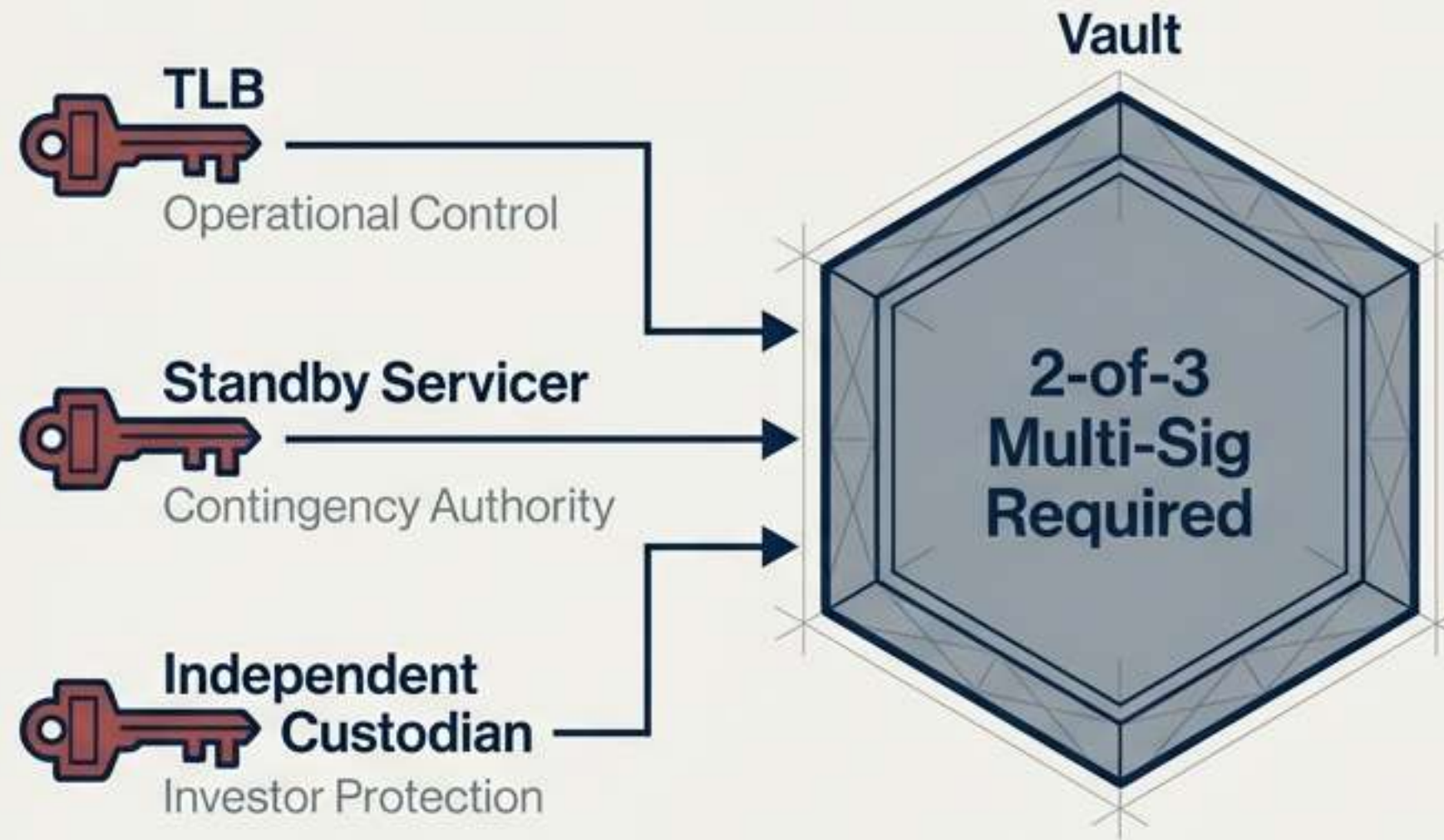
- Forensic audit of asset transactions
- Layered attestations from independent counsel
- MLRO sign-off plus Board notification

Philosophy

This is enhanced scrutiny, not an exception.

We assume high risk and verify downwards.

Smart Contract Governance & Multi-Sig Control



HARD-CODED DESTINATION CONTROLS:

- > IF Disbursement Triggered
- > THEN Route ONLY to {Whitelisted_Investor_Wallet} OR {SPV_Reserve}
- > ELSE Revert Transaction

Cross-Border Enforcement Strategy

Leveraging the New York Convention (1958)



Client Protection & Qualification System

Philosophy: Knowledge-Based, Not Wealth-Based



Capital Adequacy & Wind-Down Framework

Component	Amount	Basis
Base Capital	USD 10,000	Category 4 Minimum
ELR (Day 1)	USD 300,000	Single Material Litigation Event
ELR (Month 36)	USD 575,000	4% of Projected AUA

The Standby Servicer (Living Will)



Pre-contracted ADGM-licensed Corporate Service Provider.

Automatic activation upon trigger event. Guarantees SPV administration and FMC operations continuity.

Team & Governance Ecosystem



SEO (Senior Executive Officer)

Active recruitment (Final Stages).
10+ years ADGM/ICAAP expertise.



MLRO (Money Laundering Reporting Officer)

Outsourced to Waystone (Tier-1).
Digital asset/MENA expertise.



Finance Officer

Candidates identified (UAE-based).
ACA/ACCA/CPA qualified.



Partner Ecosystem

- **VASP**: SCA-licensed; terms substantially agreed
- **Standby Servicer**: ADGM-licensed; terms agreed
- **Legal**: Lebanese Counsel retained for exequatur

Strategic Rationale: Why ADGM?

Why ADGM (The Jurisdiction)



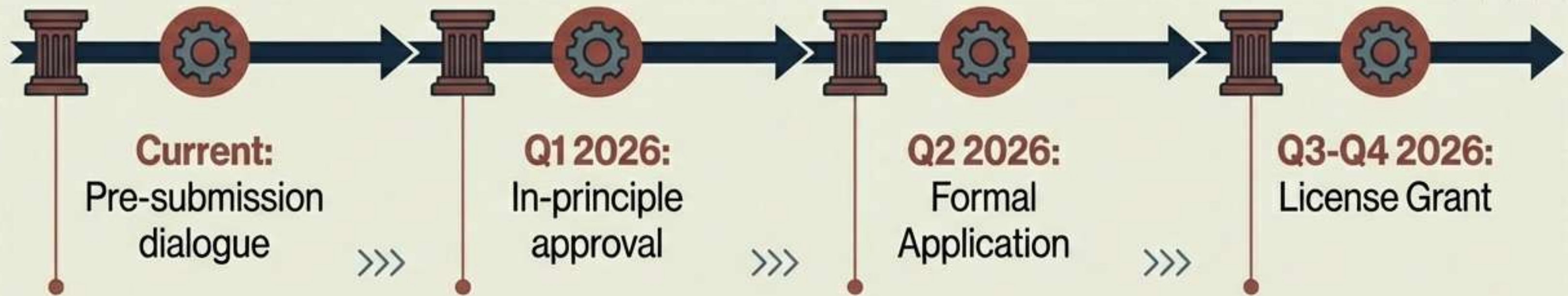
- Premier common law jurisdiction
- International recognition of judgments
- Digital asset-friendly regulatory framework
- Institutional credibility for diaspora capital

Why Lebanon (The Market)



- Market Opportunity: Large diaspora (10m+)
- Limited alternative investment vehicles
- Significant real estate market foundation

Path to Launch & Regulatory Asks



Key Questions for FSRA

1. Category 4 license scope confirmation for proposed model.
2. Controlled Function recruitment expectations.
3. ELR methodology acceptance.
4. AML framework adequacy for Lebanon exposure.
5. Smart contract governance requirements.

Summary: Why This Works

- ✓ Clear **Regulatory Alignment** (Category 4 License)
- ✓ Robust **Risk Mitigations** (Specific Lebanon Protocols)
- ✓ Sophisticated **Governance** (Multi-sig & Standby Servicer)
- ✓ **Credible Team** (Active recruitment & Tier-1 Partners)

Transparency Commitment: We acknowledge the complexity and invite regulatory feedback.
Full Dossier: Parts I-VIII contain legal opinions, technical specs, and detailed evidence.
Contact: [Meeting Participant Details Placeholder]