



Token Lebnani: The Institutional Bridge to Lebanese Real Estate

Comprehensive Overview for Strategic Capital Partners

REGULATED BY ADGM FSRA (CATEGORY 4 LICENSE IN FORMATION) | SUBJECT TO ENGLISH COMMON LAW JURISDICTION

The Architecture of Safety



Regulatory Status

ADGM Category 4 License ("Arranging Deals in Investments").

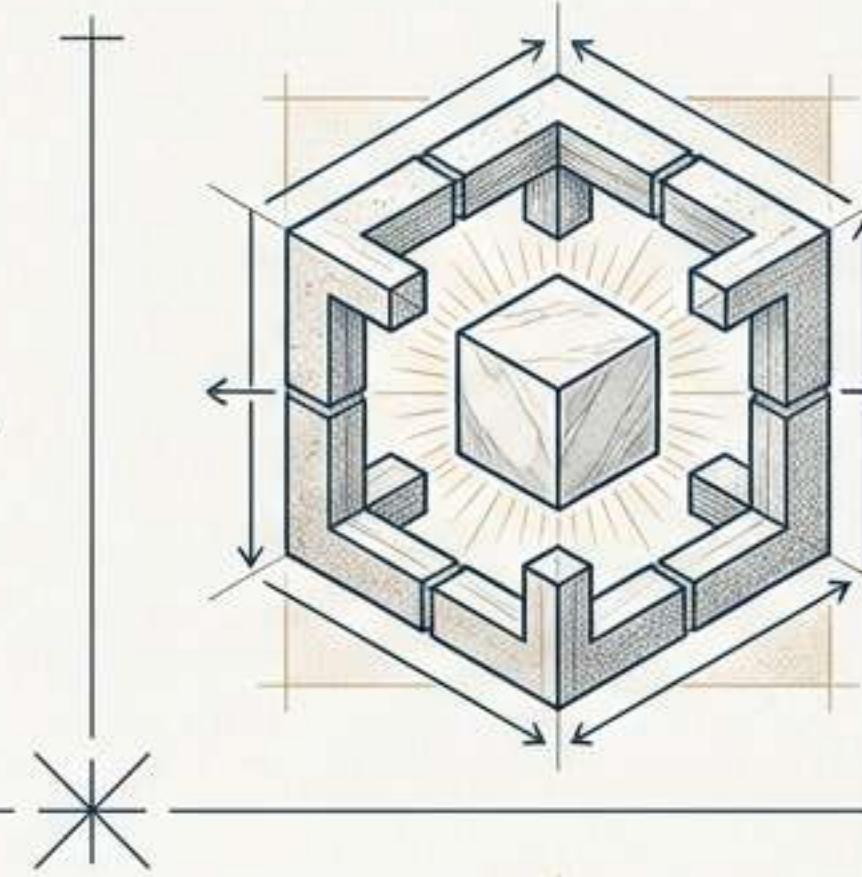
We do not hold client funds; we do not operate an exchange. This ensures capital efficiency and strict regulatory boundaries.



Capital Flow

Strictly Non-Custodial

Funds move via a UAE-licensed Virtual Asset Service Provider (VASP). Capital never touches the broken Lebanese banking system.



The Structural Innovation

The "Bankrupt-Proof SPV" Model.

A passive holding vehicle separates operational risk from asset ownership. Investors own the SPV, not a claim against the platform.



The Mission

Providing the diaspora and strategic investors a legally enforceable, transparent vehicle to acquire Lebanese assets, Lebanese assets, backed by the New York Convention (1958).

Leveraging Extraterritorial Authority to Bypass Local Jurisdiction

Jurisdiction

English Common Law environment within ADGM.

Enforcement Mechanism

Enforcement Mechanism

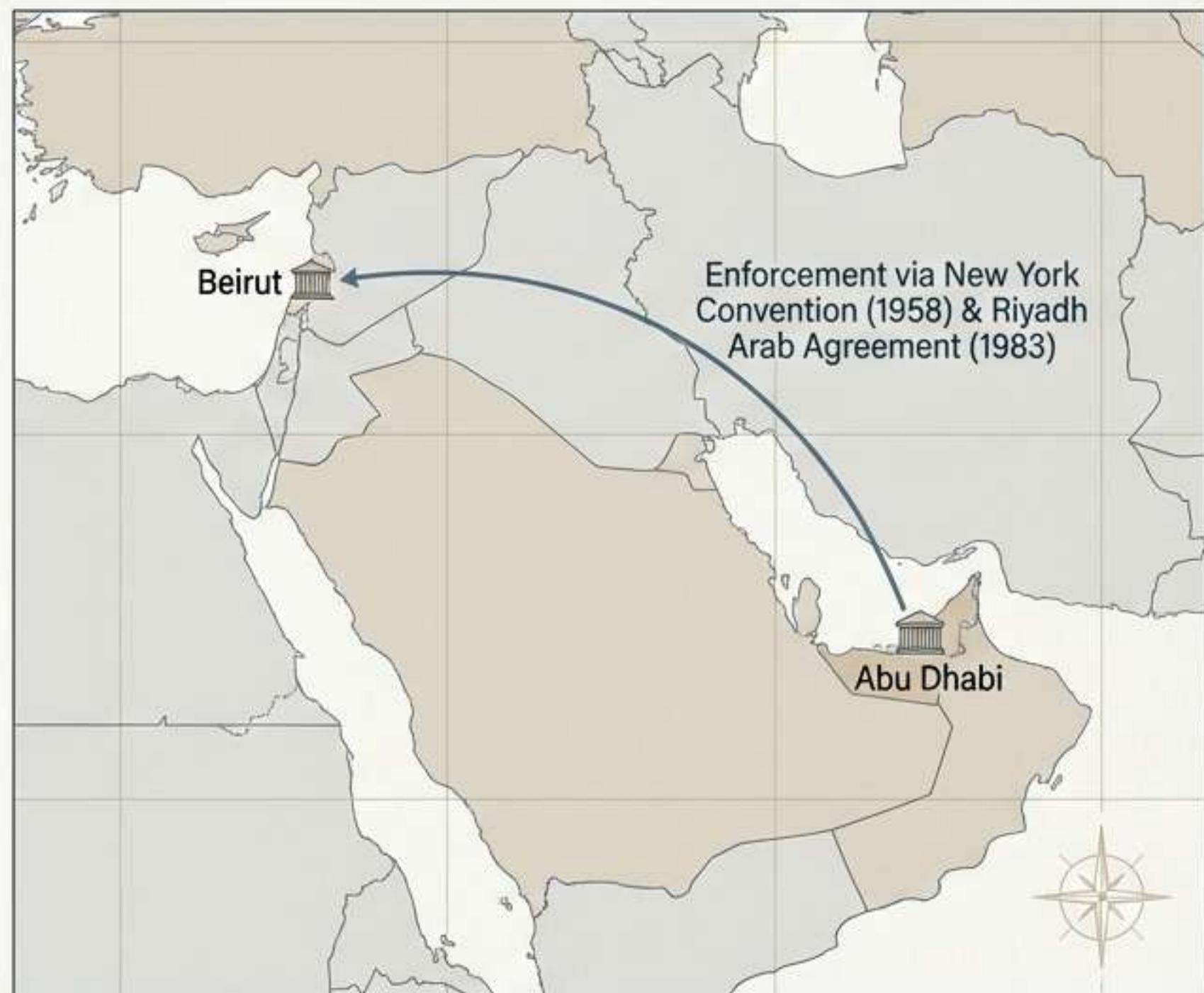
Arbitration awards issued in ADGM are enforceable in Lebanon via international treaties. This bypasses the capacity constraints and delays of the Lebanese judiciary.

Currency Protection

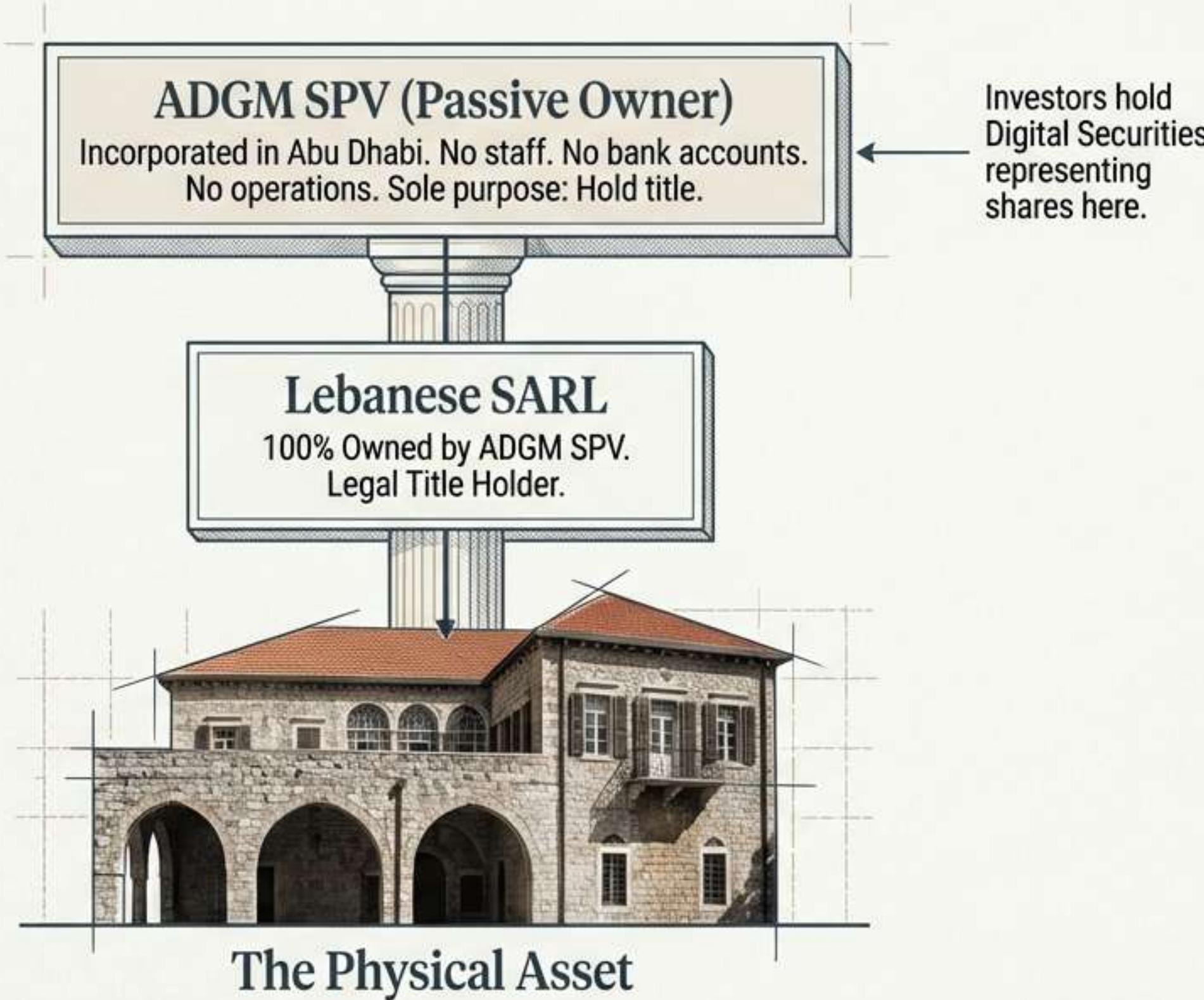
Judgments are denominated in USD or Stablecoin. This avoids the risk of Lebanese courts enforcing judgments in LBP at official (devalued) exchange rates.

License Scope

Category 4 limits us to "Arranging." We administer the structure; we do not act as the counterparty to your wealth.

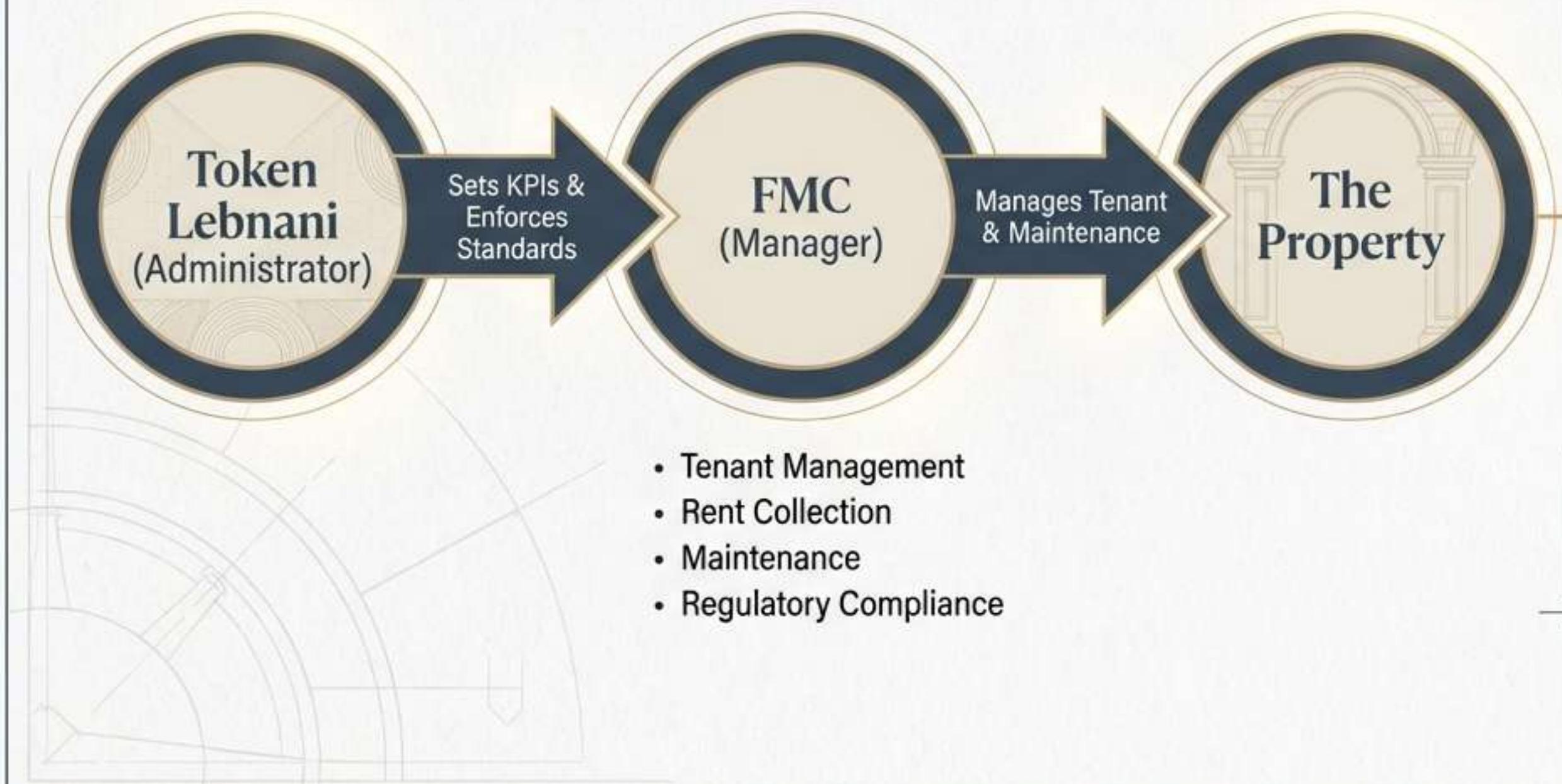


The “Bankrupt-Proof” SPV Model



- **Passive Nature:** The ADGM SPV is a shell. It cannot go bankrupt from operations because it performs no operations.
- **Risk Isolation:** Platform liabilities (Token Lebnni Ltd) do not attach to the SPV. If the platform fails, the SPV remains solvent and investor-owned.
- **Three-Tier Hierarchy**: Ensures legal enforcement via international conventions while maintaining local property rights.

Operational Reality: The Facilities Management Company (FMC)



The 'Gloved Hand' Approach

- **Mandatory Day-One Engagement:** No property is onboarded without a professional FMC contract in place.
- **Oversight:** TLB sets KPIs (Occupancy, Collection Speed, Maintenance Response). We do not execute repairs; we enforce standards.
- **Step-In Rights:** The FMC agreement allows for immediate replacement without court intervention if KPIs are breached or insolvency is suspected.
- **Regulatory Boundary:** TLB 'Administers' the FMC; it does not "Manage" the asset (preserving Category 4 status).

A Non-Custodial ‘Iron Wall’ Architecture



- VASP Integration:** All funds processed by a UAE-licensed Virtual Asset Service Provider.
- Smart Contract Control:** Funds move only via pre-encoded logic. Validates 48-hour cooling-off period.
- The “Iron Wall”:** TLB never takes custody. We cannot touch, freeze, or redirect client funds unilaterally.

Digital Securities: The ERC-1400 Framework



Classification: Digital Securities under ADGM law. Not a cryptocurrency.



Whitelisting: Hard-coded restriction—tokens can only move to KYC-verified wallets.



Programmatic Sovereignty: Automated distribution of dividends based on smart contract logic.



Multi-Sig Governance: Emergency controls require 2-of-3 signatures:

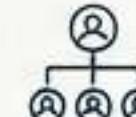
1. Token Lebnani (Operator)
2. Standby Servicer (Safety Net)
3. Independent Third Party (Escrow/Audit)

Client Qualification & The Mastery Assessment

Track 1: Professional Clients

-  Assets > \$500k (excluding primary residence)
-  Fast-track onboarding
-  Access to Restricted Bulletin Board (Secondary Market) from Day One
-  Target: Strategic Allocators & High Net Worth Individuals

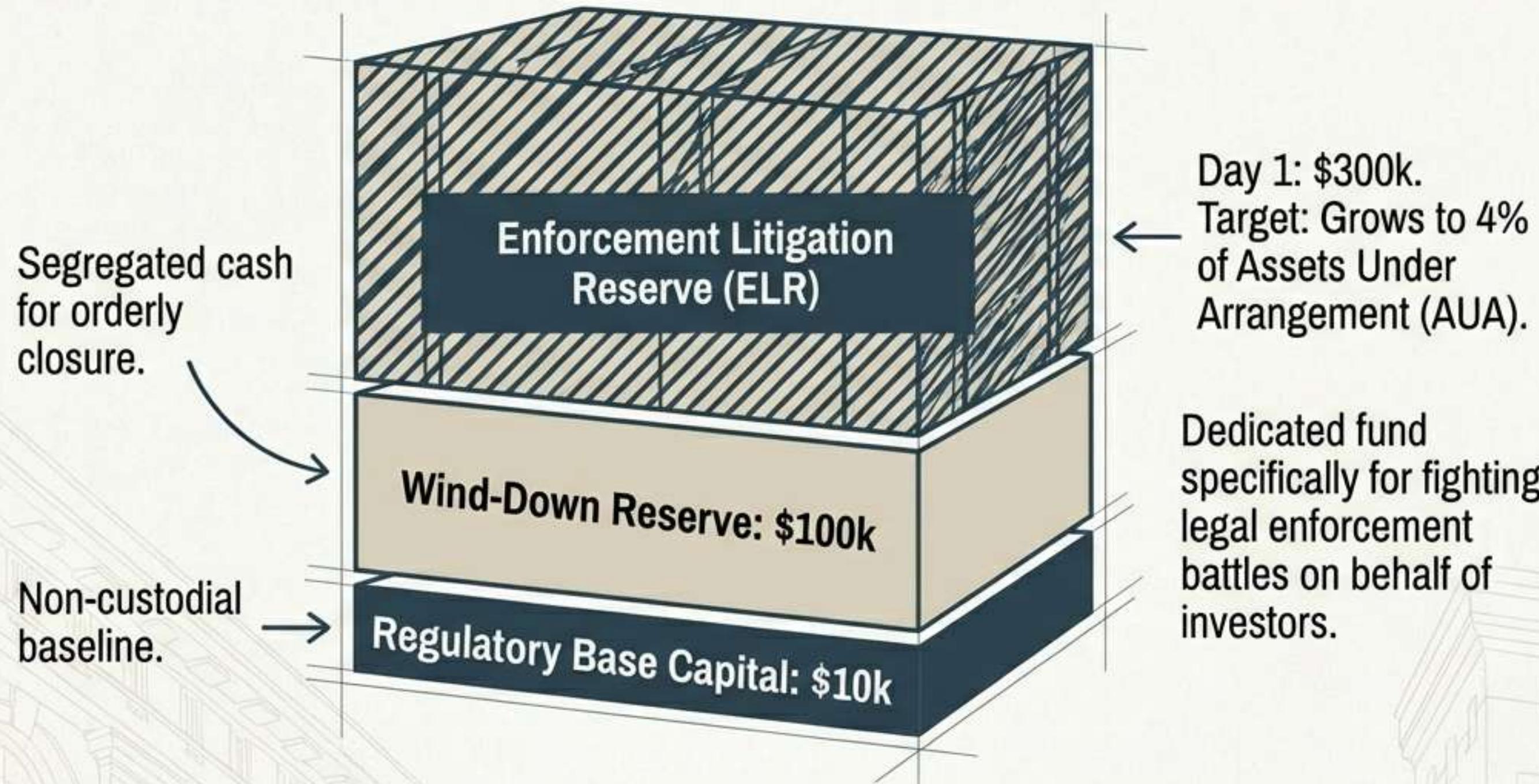
Track 2: Retail Clients (PFP Exemption)

-  Capped at 200 investors per asset
-  Investment Limits: \$10k - \$55k per asset
-  Target: Legacy Investors (Diaspora) & Passive Beneficiaries

The Mastery Assessment (Retail Only)

A mandatory knowledge check (80% pass rate required) on risk, structure, and liquidity. Includes a 48-hour mandatory cooling-off period. We prioritize comprehension over capital.

Capital Structure & Financial Resilience



ICAAP: Internal Capital Adequacy Assessment
Process reviewed annually by the Board.

Purpose: We are capitalized not just to operate, but enforce rights in challenging jurisdictions.

Institutional-Grade Compliance & Governance



ADGM

Waystone
Governance Services

MLRO Outsourcing

Suisse Int'l

Compliance function managed
by Waystone Governance
Services (Tier-1 provider).

Ensures independence and
institutional-grade oversight.

AML/CFT Framework

Suisse Int'l

Specifically designed for
high-risk jurisdictions
(Lebanon/Grey-list).

Mandatory 'Source of Wealth'
verification for all investors.

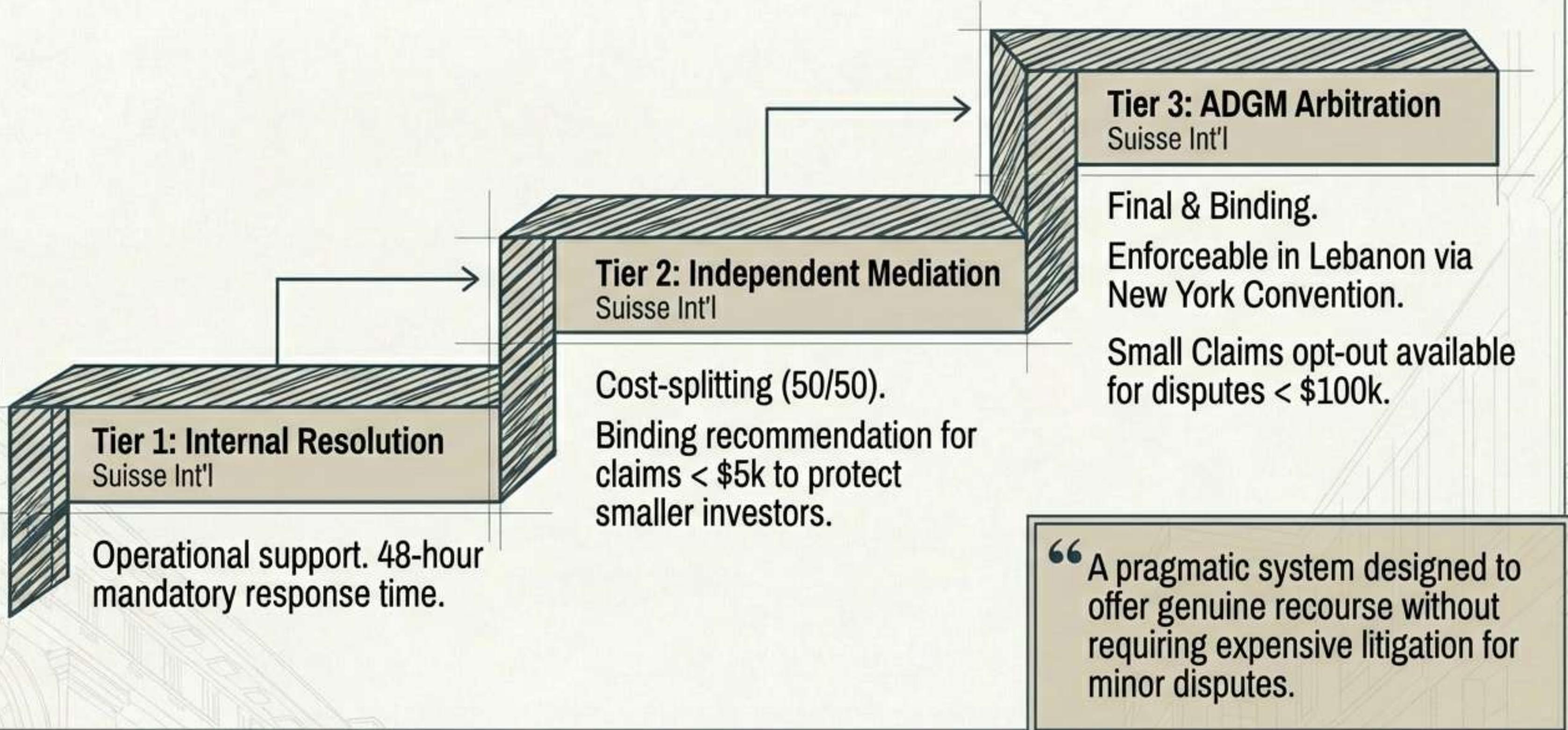
Sanctions Screening

Suisse Int'l

Continuous screening of wallets
and identities against UN,
OFAC, and EU lists.

Continuous monitoring of
political exposure.

A Three-Tier Dispute Resolution Shield



Secondary Market Mechanics & Liquidity Reality

Investor Exit Request
Suisse Int'l

Professional Clients

Restricted Bulletin Board
Suisse Int'l

Peer-to-Peer negotiation.
Platform settles trade via VASP.
Market-driven pricing.

Retail Clients

Matched Redemption Mechanism
Suisse Int'l

Queue-based exit.
Platform uses new incoming subscription
funds to redeem exiting investors.

Liquidity Reality: Tokens are long-term holdings. Liquidity is not guaranteed.
Future state includes partnerships with ADGM-licensed MTFs.

Risk Factors & Mitigation Strategies

Risk	Description	Mitigation
Jurisdictional Risk	Lebanese execution courts may be slow or unpredictable.	New York Convention enforcement & USD-denominated judgments.
FMC Risk	Negligence, mismanagement, or commingling of rent.	Step-in Rights, insurance requirements, and backup FMC contracts.
Currency Risk	LBP devaluation between collection and conversion.	Immediate conversion protocols mandated in FMC contracts.
Liquidity Risk	Inability to sell tokens quickly.	Clear 'Indefinite Holding' disclosures and Matched Redemption queues.

Wind-Down & Resolution Plan

Safety Net

Token Lebnni Platform
Suisse Int'l

SPVs
(Assets)

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(Assets)

Standby Servicer
(ADGM Corporate Service Provider)

The Standby Servicer

A contracted Corporate Service Provider ready to take over SPV administration immediately.

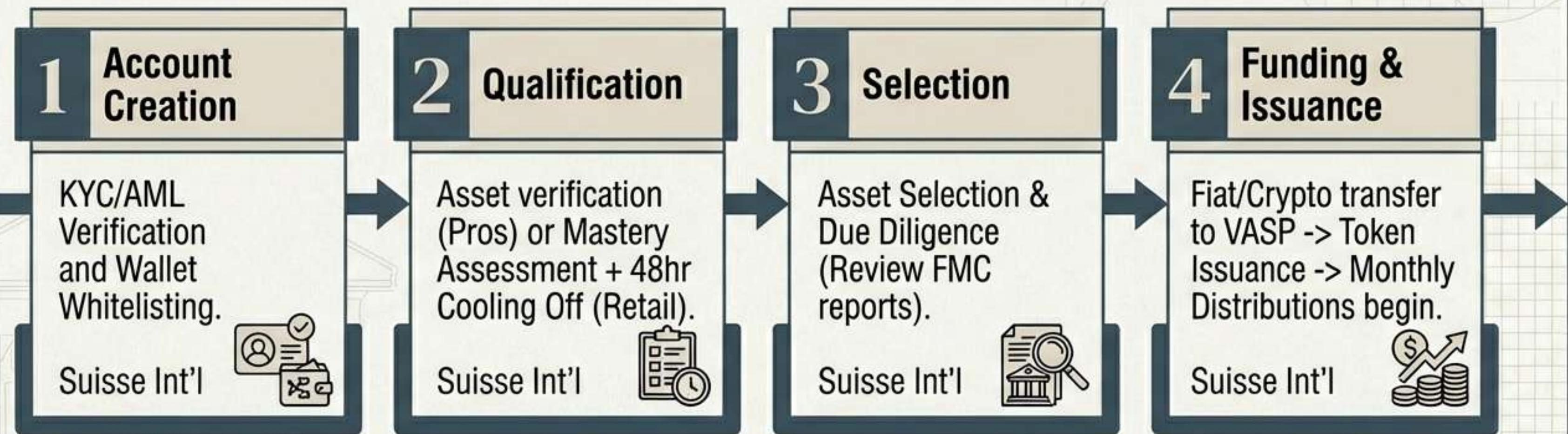
Continuity of Asset

Investors retain SPV ownership regardless of platform status. FMC contracts survive TLB termination.

Funding

USD 100k segregated cash reserve specifically to pay for professional wind-down services.

The Investment Roadmap



Contact Investor Relations for Technical Prospectus