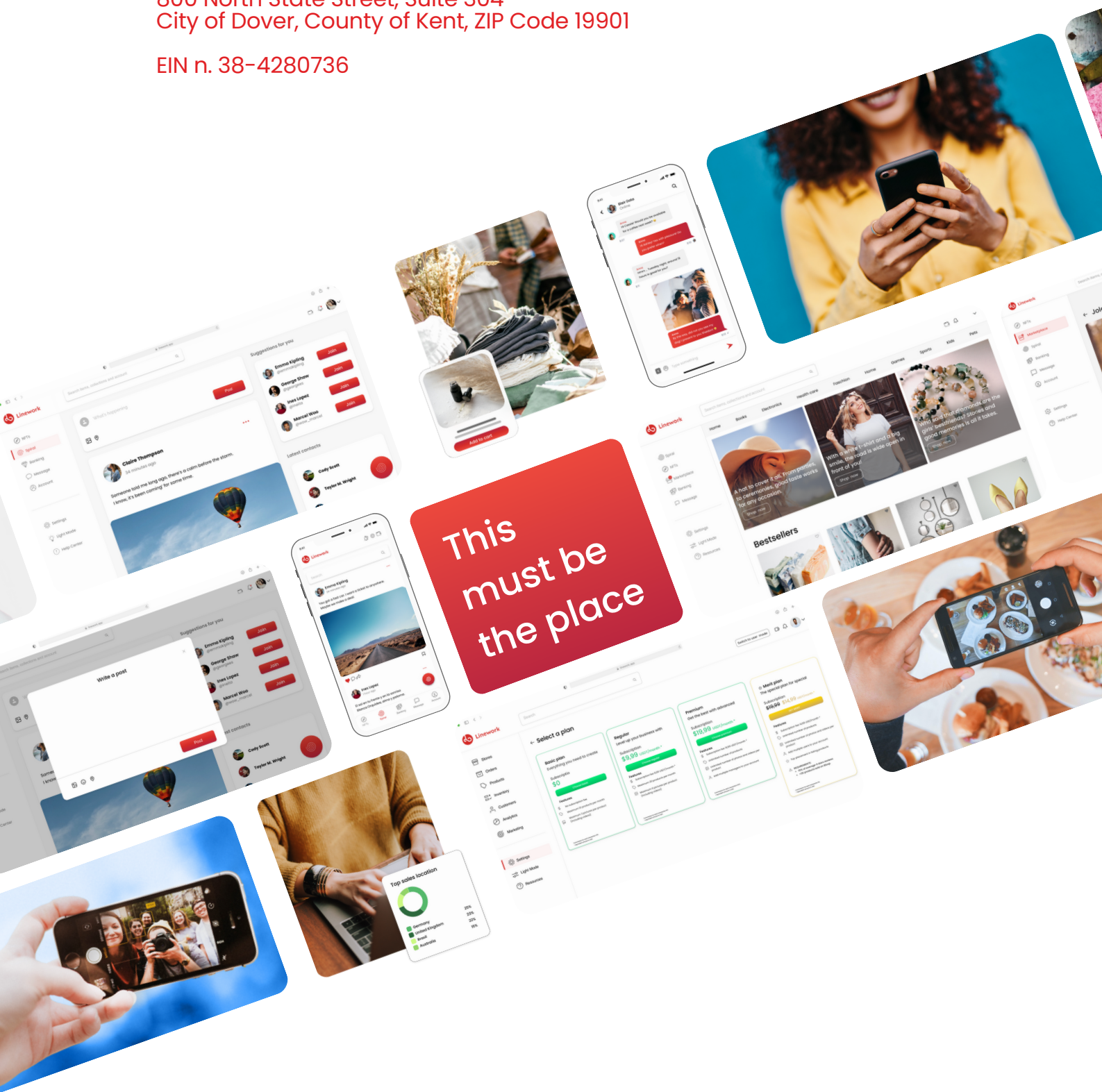


Linework USA, Inc.

800 North State Street, Suite 304
City of Dover, County of Kent, ZIP Code 19901

EIN n. 38-4280736

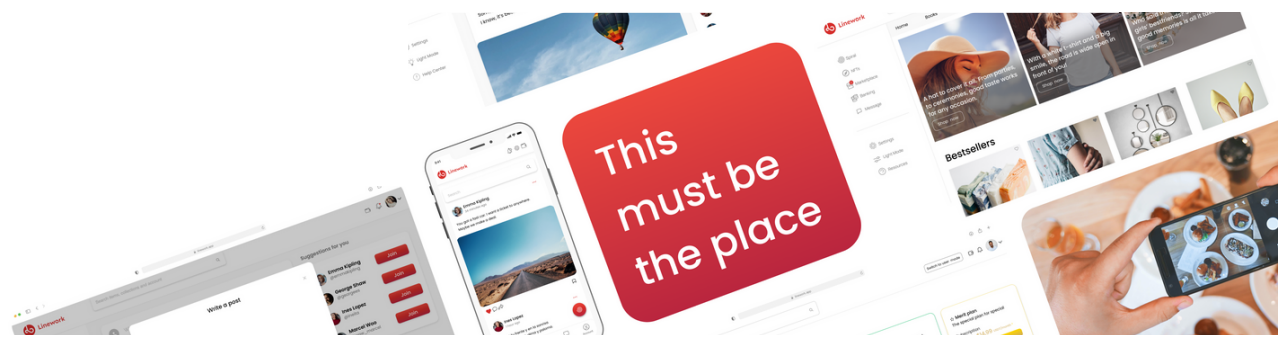


This
must be
the place



Linework
investors' prospectus

<u>I. Introduction</u>	3
<u>II. Legal Structure</u>	3
<u>III. Shares' nature and privacy</u>	4
<u>IV. Shares' description</u>	4
<u>V. Offer details</u>	5
<u>VI. FAQs</u>	6
VI.I What is a Delaware Company?	6
VI.II Shareholders' rights in Delaware	6
VI.III Characteristics of Company bylaws	7
VI.IV What are the shares of stocks?	7
VI.V What is the purpose of stocks?	8
VI.VI Characteristics of stocks	8
<u>VII. Educational guide</u>	9
<u>Investment Scenarios</u>	10
<u>Legal Disclaimer and risk mitigation</u>	11
<u>Contacts</u>	12



I. Introduction

On August 24th 2023 **Linework Group** has been legally restructured in order to bring institutional investors into the share capital. The Italian and Salvadoran companies were contributed to Linework USA Inc. which subsequently issued 10,000,000 shares to the stock market in the jurisdiction of Delaware (USA). **Linework USA Inc., incorporated in 800 North State Street, Suite 304, in the City of Dover, County of Kent, Delaware 19901**, has as its object the holding of the foreign branches/structures of the group, operating as the financial company of all identities and more generally the holding activity.

The object of Linework USA Inc., allowing the central management of operations on a global level and listing in the near future on the New York Stock Exchange, holds the entirety of the tangible and intangible financial assets, the token, the intellectual property, trademark and industrial patents and various decentralized banking activities.

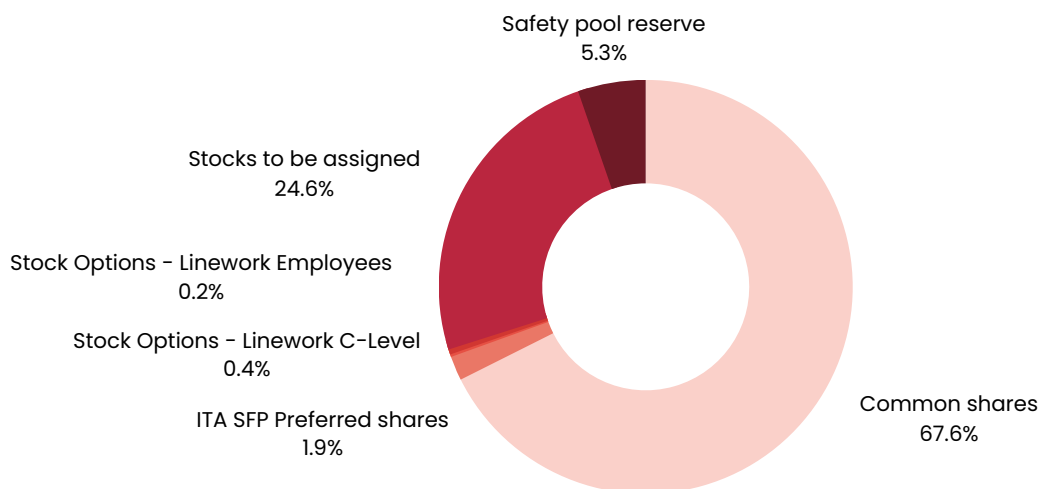
Linework operates in more than 51 countries around the world at 360 degrees and is more strongly present in developing countries, responding to the food needs of the populations of these countries.

The group is controlled by a board of directors composed by: **NOEL D. FOTI – CEO & Chairman of the Board of Directors, GIULIA PANERO – Vice President of the Board, EMIN GUNDUZ – Chief Operating Officer and Treasurer – under the control of LAW FIRM Legal Tech located in New York.**

The group has a financial track record of 2 reported financial statements with a turnover exceeding USD 3.5 million and a cash base of USD 5 million over the last two financial years.

PLEASE NOTE: Previous buyers of stock options (e.g. Participatory Financial Instruments) on the Italian structure are no longer valid. Following the cancellation of the qualification of innovative startup by the Milan Chamber of Commerce, a share certificate with the new capital shares will be issued of Linework USA, Inc.

II. Legal Structure



The main shareholders are among the founders and main investors and with subscription of stock options dedicated to employees and c-level.

The group includes the Italian and Salvadoran branch and all the structures currently being established.

The FMV (Fair Money Value) valuation is 10 million shares at a nominal price of \$3.17 according to the value of the overall group of substructures.

III. Shares' nature and privacy

The nature of the shares: convertible shares, an integral part of the capital of the company LINEWORK USA INC and in this regard a right to exchange the counter value is conferred according to the "vesting" parameters of the subscribed shares. Underwriting as well as the sale or transfer of equity securities to third parties can be done via the company's CARTA.com portal.

The number of authorized shares of each class of stock of a Delaware corporation is filed with the Delaware Division of Corporations; however, the names and addresses of the shareholders are not listed or registered with the state government.

There is no public registry listing shareholders of private Delaware companies, and private Delaware companies are generally not required to publicly disclose their stock ownership records.

Companies must hold a shareholders' meeting at least once every thirteen months and must send notice to all shareholders of the time and place of the meeting, inviting them to attend. Shareholders who have time should make an effort to attend a company's shareholder meetings, so as to stay updated on the company's activities, challenges and growth. They can also participate via teleconference and, if they wish, can vote by proxy without attending.

IV. Shares' description

Shares are units of ownership or equity in a company or firm. Private companies issue common shares or preferred shares. Both types offer different benefits to shareholders. Further information are available on [CARTA.com website](https://www.carta.com).

COMMON SHARES: The Ordinary Shares of a corporation represent the participation in the capital, give the right to receive the dividend in proportion to the participation in the capital of the corporation, have the right to vote in the shareholders' meeting and in the event of liquidation of the company they give the right to the distribution of the assets residual net [subordinately to other share classes]. They are by far the most used type of action when deciding to open a corporation in the United States.

PREFERRED SHARES: Holders of preferred shares have priority in receiving the dividend over holders of ordinary shares. If the company were to go bankrupt, preferred stakeholders have the right to be remunerated through company assets before ordinary shareholders. In terms of corporate governance, unlike ordinary shareholders, preferred shareholders do not have any voting rights at the meeting, or have them to a limited extent. In certain cases, these securities can be called in advance by the issuer

There are 4 different main types of preferred shares:

- **cumulative:** the holders of cumulative preferred shares are entitled to receive all dividends from the company, even those that have been omitted in the past; sometimes additional compensation in the form of interest is added to the holder of this type of stock.
- **non-cumulative:** holders of non-cumulative preference shares do not have this right, in fact the latter shares are less expensive than the previous ones.
- **participatory:** "participating" preferred shares instead provide for the payment of additional dividends upon the achievement of certain objectives (for example if company profits exceed a certain pre-established level)
- **Convertibles:** Convertible preferreds finally allow the holder to convert their preferred shares into common shares, at any time after a pre-specified date and at a specified exercise price.

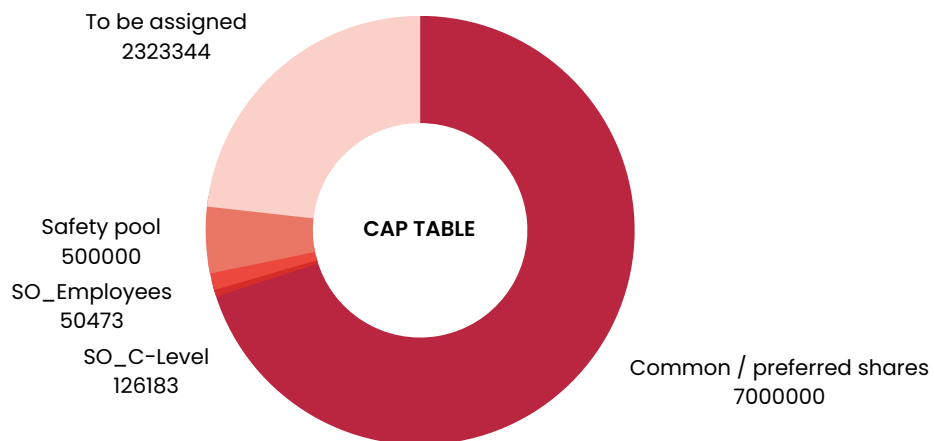
When the investor is granted stock options, like **ISOs (incentive stock options)** or **NSOs (non-qualified stock options)**, he is not getting actual shares of stock yet. Instead, he is getting the right to exercise the stock options, meaning the right to buy a set number of shares at a fixed price later on.

If the Company gives the employee **RSUs (restricted stock units)**, it's giving him actual shares of stock, which he will be able to sell in the future. He may have to stay at the Company for a certain amount of time, and sometimes he or the Company must also hit a stated milestone (like an IPO, for example) for RSUs to vest. But unlike stock options, he does not need to purchase them to own them—he just needs to wait for them to vest.

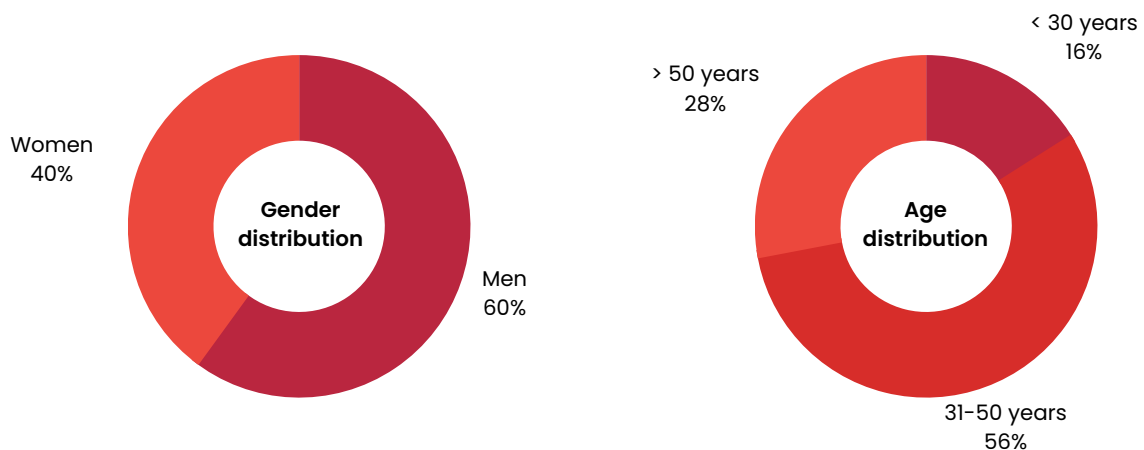
RSAs (restricted stock award) are a type of equity compensation that grants the investor company stock with certain restrictions. The investor will own the shares on the date he/she accepts the grant and satisfies any purchase price requirements, but typically, the shares will still be subject to vesting conditions. RSAs are considered “restricted” stock, because the shares cannot be freely transferred or traded, which allows the company to stay in compliance with securities laws.

V. Offer details

Carta's Fair Money Value evaluation is a data-driven assessment of a company's equity worth, aiding stakeholders in making informed decisions for fundraising, stock options, M&A, and financial reporting. The par value according to FMV (Fair Money Value) made by CARTA.com brings the initial nominal subscription offer to \$3.17/share.



Analyzing shareholder statistics involves assessing ownership distribution and demographics to make informed decisions and identify trends in the company's investor base.



VI.I What is a Delaware Company?

The "Delaware Certificate of Incorporation" is the basis on which a company is founded in Delaware; a valid Corporation become such only once the articles of incorporation, approved by the Delaware Division of Corporations, is received.

One of the many advantages of forming a Delaware corporation is that the names of the directors do not have to be listed in the articles of incorporation. This provides an additional layer of security, and if there is a change in an officer or director, the company is not required to submit amendments to the Division of Corporations to update this information.

The general public can obtain the articles of incorporation of any Delaware corporation simply by contacting the state and paying a fee; however, whether or not the public can ascertain the person or people behind the company depends on what and how much information appears on the articles of association. Below is the information that must be reported on the articles of association:

- **Name of the Company**
- **Name and address of registered agent**
- **Authorized shares**
- **Name of the "incorporator"**

The "incorporator" is responsible for the preparation, execution and filing of the company's Articles of Association in Delaware. The "incorporator" is a natural person who forms a corporation on behalf of the Directors by filing the Articles of Incorporation with the Secretary of State of Delaware. The incorporating company then appoints the initial Directors of the company until successors are elected and qualified internally within the company. Once the appointment is completed, the powers of the merging company cease and the merging company is no longer considered part of the Company.

VI.II Shareholders' rights in Delaware

Many terms relating to shareholder rights may be set out in a company's memorandum or bylaws. Shareholder rights often vary depending on the size of the company. For example, the rights of shareholders of a private company with a few key shareholders will be very different from those of shareholders of a large publicly traded company. In narrow-based companies, shareholder rights will be specifically defined through a "shareholder agreement". In larger companies, with a larger number of shareholders, the articles of association and articles of association are the main documents.

Delaware law establishes default rules and rights that apply if a company's governing documents are silent on a matter and, importantly, defines some limited rights that cannot be waived:

One of the primary rights of common stockholders of a Delaware corporation is the right to a pro rata share of any dividend distributed by the board of directors to common stockholders.

Another fundamental right of all owners of common stock in Delaware corporations is to be able to cast one vote per share on all matters on which common stockholders may vote.

Under Delaware law, a stockholder has the right to vote on any amendment to the corporation's governing documents, whether or not such class of stock is entitled to vote under the governing documents, for stock that:

- (i) increase or decrease the number of authorized shares of such class;
- (ii) increase or decrease the par value of the shares of that class;
- (iii) alter or adversely change the powers, preferences or special rights of the shares of such class.

Another fundamental and unassailable right is the shareholder's right to inspect the company's books and records. This often controversial right allows shareholders to inspect corporate books and records for any "proper purpose," which has been interpreted to mean a purpose reasonably related to a person's interest as a shareholder. For example, an investigation into suspected mismanagement may be considered an appropriate purpose. A shareholder may review records that are "essential and sufficient" to accomplish a proper purpose.

VI.III Characteristics of Company bylaws

1) Company bylaws and Board of Directors: a Company's bylaws may often provide terms governing the creation, structure and operation of the Board of Directors, including, but not limited to:

- **The number of directors** of the company and the methods for modifying this number.
- **The committees** of the company's Board of Directors and their functions.
- **The qualifications** required of the company's Board of Directors.
- **The procedures** for calling meetings of the Board of Directors or committees of the Board of Directors (for example, the notification methods and required notice periods).
- **The procedures** governing meetings of the Board of Directors (such as quorum requirements, voting percentages required for shares and how meetings are conducted, for example in person, by telephone and/or via web services).
- **The circumstances** in which voting proxies may be given to third parties to vote on behalf of a Director.
- **The requirements** that allow the Directors to act by written consent without meeting.
- **The scope of Directors' indemnification** and the advance of costs in the event of disputes (although many companies integrate Directors' indemnification rights under separate contractual arrangements).

2) Corporate positions:

The bylaws generally establish the titles of the officers who will manage the day-to-day operations of the corporation (e.g., president, vice president, secretary). These provisions may also provide a broad description of the respective responsibilities of officials and how to replace an official or create new classes of officials. Additionally, among other things, the statute will specify the terms and conditions under which officers will be compensated for actions taken as part of their role with the company.

3) Shareholder matters:

The bylaws often contain a number of provisions governing shareholder voting and activities, including, but not limited to:

The methods for calling shareholder meetings.

Any specific notice or registration date requirements for voting.

The percentage of shareholders needed to approve a particular action (if greater than a majority).

The ways in which a shareholder can provide a proxy to vote his shares.

The ways in which shareholders can vote by written consent rather than at a meeting.

4) Amendments to the statute:

Unlike amendments to the articles of incorporation, which are subject to specific requirements under Delaware law, a corporation's bylaws may be amended by the board of directors, the shareholders, or both. Corporate bylaws are extremely important to the ongoing operation of a company, but the precise provisions of corporate bylaws may vary. Delaware law seeks to provide a level of flexibility in a corporation's operations and internal organization, within certain parameters.

VI.IV What are the shares of stocks?

Stocks are shares of ownership in a company.

Company shares are first authorized by the company's articles of association (or subsequent amendments) which indicates the number of shares the company owns in total.

"Authorized shares" means the total number of shares the company chooses to own or sell.

If a majority of directors and shareholders approve, the number of shares can be increased and the company can sell them to raise capital as often as necessary.

The term "issued shares" refers to the number of authorized shares that have actually been issued to individuals or corporate owners of the company, including founders, managers, insiders and investors.

VI.V What is the purpose of stocks?

There are five types of Delaware corporations:

- **General companies**
- **Closed companies**
- **Non-stock company**
- **Public benefit company**
- **S Corporation.**

Here is a quick overview of their requirements:

Under Delaware law, every corporation, unless designated as a nonstock corporation, is a **general for-profit corporation** and, as such, must have at least one class of common stock to demonstrate ownership.

Non-stock companies generally have no equity owners and, as a result, forgo the ability to own stock.

S corporations, which are small corporations in which all net profits and losses are divided and reported on shareholders' individual tax returns rather than on a federal tax return, can have only one class of stock.

Listing the names of directors on the articles of association is not the only way to illustrate the composition of a company. Ownership of a Delaware corporation is granted through the issuance of stock. The issuance of shares is typically documented internally, in the company's articles of association and in the share transfer register. For the sake of completeness, we point out that this information does not need to be filed with the State of Delaware, or any other related entity.

VI.VI Characteristics of stocks

Below are some of the main general characteristics of the shares, which may vary depending on the company's articles of association and the terms governing the specific share classes:

Dividends: Although shareholders are generally rewarded through dividends, a company may issue classes of shares that pay no dividends, or it may issue different classes of shares with different rights and priorities with respect to dividends.

For example, a company may issue a class of preferred stock that is entitled to the first payment of proceeds available for distribution of dividends with respect to another class or classes.

Marketability: Marketability refers to the ability to buy and sell shares. A shareholder's ability to buy or sell the shares he or she owns will depend on a number of factors, including the size and depth of the market for the company's shares, if any, and the restrictions of the federal securities laws.

Shares of IBM or Google, for example, are highly liquid and can be easily bought or sold on an established stock exchange. However, there may be no market for the shares of smaller or less established companies and the articles of many limited companies may not permit sales to third parties without prior consent.

Lien: Like the other characteristics identified by the Supreme Court, this is a common feature of actions, but may not be present in all cases. Many small or narrowly owned companies limit the ability of shareholders to pledge or mortgage their shareholdings.

Proportional Voting Rights: Shares may be issued as one or more series of ordinary shares, all of which have the same voting rights and privileges, or they may represent preferred shares, which have some voting preference or additional rights over to the entity's ordinary shares.

Similarly, a company can issue classes of shares without voting rights. In particular, although voting rights may vary between classes of shares, shares of a class will all have the same proportional voting rights, if any, as other shares of the same class.

Capacity to Appreciate in Value As an equity investment, the value of shares will rise and fall with the success or failure of the company.

This feature is in contrast to debt issued by a company, which pays a fixed interest rate regardless of the company's changing fortunes (although the success or failure of the company can influence the price of a debt instrument in the secondary market, if it exists).

VII. Educational guide

This educational guide is intended to provide useful links to better understand the contents inside this Investors' Prospectus.

Legislative references

https://delcode.delaware.gov/title8/c001/sc01/index.html	GENERAL CORPORATION LAW
https://delcode.delaware.gov/title8/c001/sc02/index.html	POWERS of a corporation
https://delcode.delaware.gov/title8/c001/sc03/index.html	REGISTERED OFFICE AND REGISTERED AGENT
https://delcode.delaware.gov/title8/c001/sc04/index.html	DIRECTORS AND OFFICERS
https://delcode.delaware.gov/title8/c001/sc05/index.html	STOCKS AND DIVIDENDS
https://delcode.delaware.gov/title8/c001/sc06/index.html	STOCK TRANSFERS
https://delcode.delaware.gov/title8/c001/sc07/index.html	MEETING AND ELECTIONS (bylaws)
https://delcode.delaware.gov/title8/c001/sc08/index.html	AMENDMENTS AND CHANGES IN CAPITAL
https://delcode.delaware.gov/title8/c001/sc09/index.html	MERGERS AND ACQUISITIONS (bylaws)
https://delcode.delaware.gov/title8/c001/sc10/index.html	SALE OF ASSETS
https://delcode.delaware.gov/title8/c001/sc11/index.html	INSOLVENCY Receivers and Trustees
https://delcode.delaware.gov/title8/c001/sc12/index.html	Renewal, Revival, Extension and Restoration of Certificate of Incorporation or Charter
https://delcode.delaware.gov/title8/c001/sc13/index.html	Suits Against Corporations, Directors, Officers or Stockholders
https://delcode.delaware.gov/title8/c001/sc14/index.html	Close Corporations; Special Provisions
https://delcode.delaware.gov/title8/c001/sc16/index.html	Foreign Corporations

HOW TO - useful links

https://support.carta.com/s/article/launch-faq	GENERAL INFORMATION
https://support.carta.com/s/article/launch-troubleshooting-faq	CARTA - Launch Troubleshooting
https://support.carta.com/s/article/account-registration	SIGNUP AND ACCOUNT CREATION
https://support.carta.com/s/article/email-communication-launch	HOW TO SIGN IN ON CARTA
https://support.carta.com/s/article/accepting-a-certificate	HOW TO ACCEPT CERTIFICATES
https://support.carta.com/s/article/set-bank-account	HOW TO MANAGE PAYMENT METHODS
https://support.carta.com/s/article/safes-financing-funding-method-investors	SAFE financing
https://support.carta.com/s/article/accepting-a-convertible	ACCEPTING A SAFE

Investment SCENARIOS



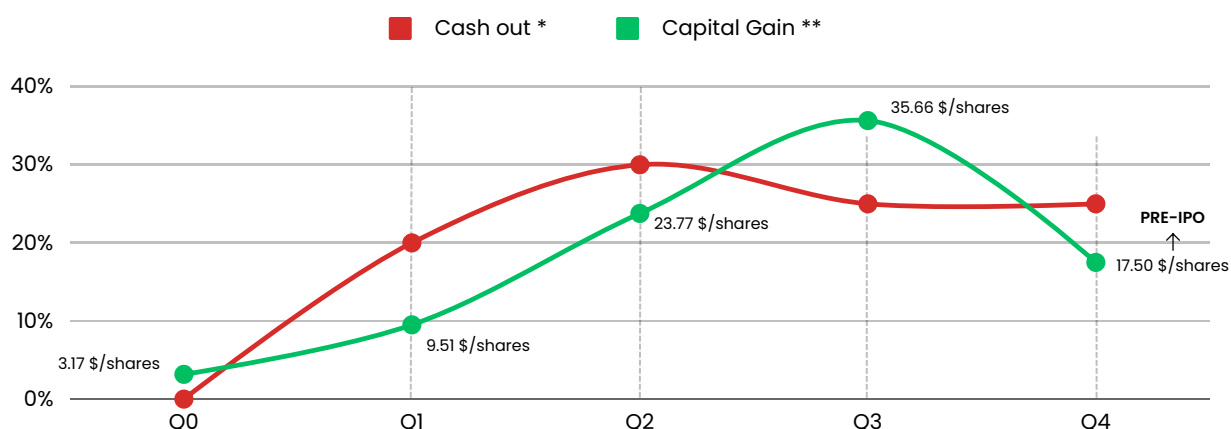
linework.online

Linework USA Inc.
 800 North State Street, Suite 304
 City of Dover, County of Kent, ZIP Code 19901

Potential initial capital | \$ 1,000,000.00

Initial share price: \$ 3.17

Quarterly schedule | Scenario 1 | PREFERRED SHARES



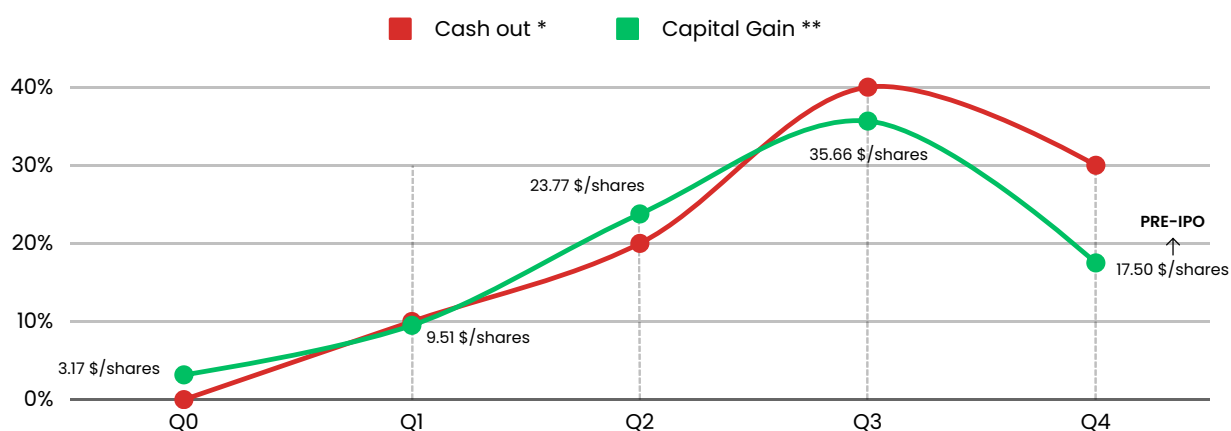
* **Cash out:** Percentage of vesting release of initial investment amount per quarter.

** **Capital Gain:** Hypothesis of scenarios of increase percentage for the share value.

Potential initial capital | \$ 2,000,000.00

Initial share price: \$ 3.17

Quarterly schedule | Scenario 2 | PREFERRED SHARES



* **Cash out:** Percentage of vesting release of initial investment amount per quarter.

** **Capital Gain:** Hypothesis of scenarios of increase percentage for the share value.

Legal disclaimer and risk mitigation



linework.online

Linework USA Inc.

800 North State Street, Suite 304

City of Dover, County of Kent, ZIP Code
19901

Legal Disclaimer

This Prospectus is for informational purposes only. It does not constitute advice, an offer document, an offer of securities, a solicitation for investment, or an offer to sell any product, item, or asset. It does not provide complete information about the Project, and its terms and conditions may be updated and changed from time to time without notice.

This Prospectus contains forward-looking statements or information ("forward-looking statements") that relate to Linework's current expectations and views of future events. All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause Linework's actual situation and results to differ materially from those indicated in these statements.

Linework may encounter difficulties during the development of the Project, including financial, resourcing, and technical difficulties. Development of the Project may therefore fail, terminate, or be delayed at any time for any reason. Such failure, termination, or delay is likely to reduce and may completely change any existing evaluation that this Prospectus may show.

Linework does not authorize anyone to make any representation not included in this Prospectus.

The Project relies heavily on the internet. Linework takes no responsibility for risks arising from reliance on the Internet (interruption, delay, corruption, or loss of data, or the loss of confidentiality in the transmission of data, etc.) and on blockchain technology (scripting language flaws, targeting of the platform or you by malicious persons, the existence or development of competing networks and platforms, source code changes, etc.).

Potential investors need to have a sufficient understanding of the functionality, usage, storage, transmission mechanisms, and other material properties of digital assets, wallets, and other tokens/asset storage mechanisms, public and private key administration, and blockchain technology.

Your address and participation will be recorded on a third-party-held Platform. Investors in this Project are required to comply with applicable laws and regulations, including but not limited to certain anti-money laundering and terrorist financing measures.

Furthermore, to comply with Anti-Money Laundering (AML) regulations and in accordance with our privacy statements, disclosures may be made to relevant authorities and regulators upon request.

Linework is not liable for any indirect, special, incidental, consequential, or other losses of any kind, in tort, contract, or otherwise (including but not limited to loss of revenue, income, or profits, and loss of use or data), arising out of or in connection with any acceptance of or reliance on this Prospectus or any part thereof by investors.

This disclaimer is governed by and construed in accordance with the laws of Delaware - USA, and any disputes relating to this disclaimer will be subject to the exclusive jurisdiction of the courts in Delaware - USA.

Purchasing shares and stocks involves inherent risks, some of which are set out in this Section of the Prospectus. These risks, and additional risks arising either now or in the future, could result in the termination or change of the Project. There is a possibility that the purchase amount may be unrecoverable. The investors must therefore consider carefully whether the risks set out below, as well as all other applicable risks, are acceptable to his /her prior to deciding whether to enter the Project. Many factors, most of which are beyond Linework's control, will influence the value of shares/ stocks and their price, if any. The financial markets are subject to fluctuations and volatility due to various factors, including economic conditions, geopolitical events, and market sentiment. These factors can impact the value of shares and stocks, leading to potential losses.

Potential investors must seek professional advice (legal, taxation, financial, technical or otherwise) regarding your particular situation before purchasing shares, stocks, or entering the project.

Business and Market Risks

The success of the project is dependent on various factors, including market conditions, competition, and the execution of business strategies. Changes in these factors can affect the project's performance and may lead to adverse outcomes.

Regulatory and Legal Risks

The regulatory environment in which the project operates may change, and new laws and regulations may be introduced. These regulatory changes can impact the project's operations, compliance requirements, and financial results. Linework may receive formal or informal queries, notices, requests or warnings by governmental authorities and regulators (including Tax treatment and accounting statutes).

Technology Risks

The underlying technology of the project, including blockchain and software applications, is still in an early development stage and may be subject to vulnerabilities, bugs, or other technical issues. These issues could disrupt the project's functionality and result in the loss of assets.

Abandonment or Failure

There is a possibility that the project may be abandoned or fail to achieve its objectives due to various reasons, such as lack of funding, lack of interest, or regulatory challenges. Such events may result in the loss of invested capital.

No Guarantees

This investment opportunity does not provide any guarantees of returns, and there is a risk that you may not recover your initial investment. You should carefully assess your financial situation and risk tolerance before participating in this investment.

contact us for
further information



corporate@linework.online



linework.online

