

Astral Hodling OÜ is offering a LEAN MANAGEMENT TOKEN - \$LEAN

Subscription period

20.10.2021 – 20.11.2021

WHITEPAPER

This Initial Coin Offering of Astral Hodling OÜ – Lean Management Token (the **\$LEAN**) White Paper has been drawn up by Astral Hodling OÜ - an Estonian private limited liability company, registered in the Estonian Commercial Register under register code 16334542, having its registered address at Harju maakond, Lasnamäe linnaosa, Lõdõtsa tn 5, 11415 Tallinn (the **Company**) in connection with the offering of \$LEAN issued by the Company from the October 20th 2021 (13:00:00 CET) to November 20th 2021 (13:00:00 CET) on the basis of this document (the **White Paper**).

The Company is offering 3.000.000 of \$LEAN Tokens (the **Offered Tokens** or **\$LEAN**) to the Investors described in Section 5 (the **Offering**).

The Offered Tokens are offered for the price described in Section 5.5 (the Offer Price). The Offering may be subscribed from the October 20th 2021 (13:00:00 CET) to November 20th 2021 (13:00:00 CET) (the **Offering Period**) in accordance with the terms and conditions described in this White Paper.

The Company reserves the right to cancel the Offering or change the terms and conditions thereof as described in this White Paper as well as to change the offeror of the Offering.

In case of a claim relating to the information contained in this White Paper is brought before a court, the plaintiff investor might, under the national legislation of the home Contracting State, or host Contracting State, have to bear the costs of translating the White Paper before the legal proceedings are initiated. Furthermore, no civil liability shall attach to any person solely on the basis of the summary or the translation therefore, unless it is misleading, inaccurate or contradicting the other parts of the White Paper, or together with the other parts of the White Paper it does not convey the main information, which would help the investor decide on investment in tokens.

Investing into the Tokens involves risks. While every care has been taken to ensure that this White Paper presents a fair and complete overview of the risks related to the Company, the operations of the Company and to the Offered Tokens, the value of any investment in the Offered Tokens may be adversely affected by circumstances that are either not evident at the date hereof or not reflected in this White Paper.

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1. THE OPENING

1.1. What is Lean Community?

Currently, there is no global community of Continuous Improvement or Lean Management practitioners on the market. There are contact networks and groups, but at this point, it should be made clear that a network or group are different than a community. “Sense of community is a feeling that members have of belonging, a feeling that members matter to one another and to the group, and a shared faith that members' needs will be met through their commitment to be together” - McMillan, 1976. Therefore, community occurs when there is trust and shared values between its members

1.2. Challenges

The biggest challenges in the front of the project:

- Engaging CI/LEAN Practitioners to join the Lean Community
- Involving CI/LEAN Practitioners in using Lean Marketplace to do the transactions with \$LEAN
- Inviting the Lean Consulting Companies to offer their products and services on the Lean Marketplace

1.3. Solution

The first challenge of the project is recruiting the first 1,000 CI/LEAN Practitioners to Lean Community. To make it happened, the AirDrop is intended for the most experienced CI/Lean Practitioners in order to encourage them to join the Lean Community at the beginning of its operation. They will only be people with proven experience of at least 15-20 years in CI/Lean. Their role will be to invite to the Lean Community other experienced CI/LEAN Practitioners from their business network. The aim of this activity is to encourage the most experienced CI Practitioners to join Lean Community and share their knowledge and experience. This solution will allow the foundations of Lean Community to be built as an elite group of the most experienced CI practitioners. Such a strong group of CI practitioners being involved in Lean Community should encourage less experienced Lean people to join the community, to expand their knowledge and to exchange experiences with more experienced Practitioners. After recruiting over 1,000 CI practitioners to Lean Community, a marketing and promotional campaign is planned among consulting companies offering Lean Management services. The aim of this action will be to encourage these companies to also offer their services and products for CI practitioners by using the Lean Management Token (LEAN). According to analysis carried out on LinkedIn, there are approximately 4,400 companies on the market offering consulting and advisory services in the field of Lean Management. About 1,000 companies are located in the countries of North America, and about 1,600 in European Union countries. The analysis includes only those companies that have the term "Lean" sewn in the name of their business. It can

therefore be assumed that there are many more companies offering training and consulting services in the field of Continuous Improvement. An incentive for these companies to introduce \$LEAN as a means of payment for offered services and products should be the fact that with the development of Lean Community, more and more CI Practitioners should have access to \$LEAN. In addition, offering services through \$LEAN can give these companies a competitive and marketing advantage.

2. INTRODUCTORY LEGAL INFORMATION

2.1. Persons Responsible and Limitations of Liability

The entity responsible for the information given in this White Paper is Astral Hodling OÜ. The Company believes that the information contained in this White Paper is knowledge, in accordance with the facts, and contains no omission likely to affect its import.

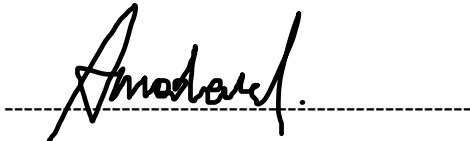
All information contained in this White Paper may be updated or modified by Astral Hodling OÜ at any time at the discretion of Astral Hodling OÜ. Therefore, completeness and actual accuracy are not guaranteed, and this information is subject to change without notice. Astral Hodling OÜ makes no commitment or obligation to provide readers with notice of any changes to the information contained in this document.

No assurances or guarantees are provided as to the achievement of the intended objectives or the legitimacy of any future projections, estimates or perspectives. Investors should not interpret the content of this publication or any person's information as an assurance or warranty.

Astral Hodling OÜ



Bartosz Misiurek



Amadeusz Ignis

2.2. Presentation of Information

Currencies. In this White Paper, financial information is presented in United States Dollar (USD).

Date of Information. This White Paper is drawn up based on information, which was valid as of 20.10.2021. Where not expressly indicated otherwise, all information presented in this must be understood to refer to the state of affairs as of the aforementioned date. Where information is presented as of a date other than 20.10.2021, the said fact is identified by either specifying the relevant date or by the use of expressions “the date of this White Paper”, “to date”, “until the date hereof” and all be construed to mean the date of this White Paper.

Third Party Information and Market Information. For portions of this White Paper, certain information may have been sourced from third parties. Such information is accurately reproduced and as far as the Company is aware and is able to ascertain from the information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. Certain information with respect to the markets in which the Company and its subsidiaries operate is based on the best assessment made by the Management (as defined in Section “Glossary”). With respect to the industry in which the Company and its subsidiaries are active and certain jurisdictions in which they conduct their operations, reliable market information is often not available or is incomplete. While every reasonable care was taken to provide best possible assessments of the relevant market situation and the information on the relevant industry, such information may not be relied upon as final and conclusive. Ordering Party are encouraged to conduct their own investigation of the relevant markets or employ a professional consultant.

Definitions of Terms. In this White Paper, capitalized terms have the meaning ascribed to them in Section “Glossary”, with the exception of such cases where the context evidently requires the contrary, whereas the singular shall include plural and vice versa. Other terms may be defined elsewhere in the White Paper.

2.3. Alterations to the Offering

Updates. The Company will update the information contained in this White Paper only to such extent and at such intervals and by such means as required by the applicable law or considered necessary and appropriate by the Management. The Company is under no obligation to update or modify forward-looking statements included in this White Paper.

The Company reserves no right to make alterations to the Offering apart from the updates described

2.4. Documents on Display

In addition to this White Paper, the following documents are in the attachment of this White Paper

- (i) the Articles of Association;
- (ii) the extract from the Estonian register,

The extract is also available on the website at <https://ariregister.rik.ee/>

2.5. Use of White Paper

This White Paper is prepared solely for the purposes of the Offering of the Offered Tokens listing and the admission to trading of the Tokens on cryptocurrency exchange, which is described in Section 10 of this White Paper. This White Paper may not be used for any other purpose than for making the decision of participating in the Offering or investing into the Tokens. You may not copy, reproduce (other than for private and non-commercial use) or disseminate this White Paper without express written permission from the Company.

3. SUMMARY

This Summary is a brief overview of the information disclosed in this White Paper. This summary is made up on the basis of the applicable disclosure requirements known as “Elements”. These Elements are numbered in the Sections A – E (A.1 – E.7). This Summary contains all Elements required to be included in a summary for this type of the Offered Tokens and the Company. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of the Offered Tokens and the Company, it is possible that no relevant information can be given regarding that Element. In this case, a short description of the Element is included in this Summary with the mention of “not applicable”.

Section A – Introduction and Warnings

Element	Title	Disclosure
A.1	Introduction and warnings	This Summary should be read as an introduction to the White Paper and any decision to invest in the Offered Tokens should be based on consideration of the White Paper as a whole by the Investor. Where a claim relating to the information contained in this White Paper is brought before a court, the plaintiff might, under Estonian legislation, have to bear the costs of translating the White Paper before the legal proceedings are initiated.
A.2	Use of White Paper for subsequent resale of Offered Tokens	Not applicable; the White Paper cannot be used for the resale of the Offered Tokens. The White Paper only contains the information about original Offering and can be only displayed to the other acquirers.

Section B – The Company

Element	Title	Disclosure

B.1	Legal name and Commercial name	Astral Hodling OÜ
B.2	Domicile/ legal form/ legislation/ country of incorporation/additional information	<p>The Company has been established and is currently operating under laws of the Republic of Estonia in the form of a private limited liability company.</p> <p>The share capital on the date of the White Paper is 2.500 EUR, the share capital was not paid up to the day of preparing this Whitepaper.</p> <p>Pursuant to the provisions of Estonian law the Company has no obligation to pay the share capital in full at the time of incorporation. The share capital will be paid in the period of 10 years after the incorporation, not later than on the dividend day.</p>
B.3	Description and key factors of current operations and principal activities, categories of products and/ or services	The Company is to start and operate the Platform open for the Lean Community meaning the investors, holders of \$LEAN tokens, enabling the Lean Management utilities trade. The Company is to build the Lean Management marketplace.
B.4	Persons, directly or indirectly having interest in the Company's capital or voting rights notifiable under Estonian law and the amount of such interest. Voting rights of major shareholders. Direct or indirect control of the Company.	<p>The Shareholders of the Company holding over 25% of shares in share capital are</p> <ol style="list-style-type: none"> 1. Mr. Bartosz Misiurek, who holds directly, altogether 50% of all the Shares, 2. Mr. Amadeusz Ignis, who holds directly altogether 50% of all the Shares.
B.6	Affiliated companies of the Shareholders	Not applicable;

Section C – Tokens

Element	Title	Disclosure
C.1	Basic information about the Offered Tokens	The Company has generated its own kind of token – Lean Management Token - \$LEAN, which is an extension of the ERC20.
C.2	Currency of the Offered Tokens	The Offered Tokens are denominated in USD.

C.3	Number of the Offered Tokens	There are altogether 3.000.000 Offered Tokens.
C.4	Rights attached to the Tokens	Each Investor of the Offered Tokens shall be entitled to use the \$LEAN token on the Platform to purchase the Lean Management utilities and materials.
C.6	Admission to trading	The Offered Token shall become tradeable afterward the settlement to the Investor, not later than 7 days after the end of the Offering.
C.7	Lack of auditor of the Company	<p>In accordance with Estonian law the Company does not have to appoint the auditor.</p> <p>The obligation of being fully audited in Republic of Estonia applies to entities in whose annual financial statements at least two of the indicators listed on the right exceed the following values:</p> <ul style="list-style-type: none"> - sales revenue or income 4.000.000 EUR; - total assets as at the balance sheet date 2.000.000 EUR; - average number of employees 50. <p>Furthermore, the obligation also applies to entities in whose annual financial statements at least one of the indicators listed on the right exceeds the following value:</p> <ul style="list-style-type: none"> - sales revenue or income 12.000.000 EUR; - total assets as at the balance sheet date 6.000.000 EUR; - average number of employees 180. <p>The obligation of being reviewed by an auditor in Republic of Estonia applies to entities in whose annual financial statements at least two of the indicators listed on the right exceed the following values:</p> <ul style="list-style-type: none"> - sales revenue or income 1.600.000 EUR; - total assets as at the balance sheet date 800.000 EUR; - average number of employees 24. <p>Furthermore, the obligation also applies to entities in whose annual financial statements at least one of the indicators listed on the right exceeds the following value:</p> <ul style="list-style-type: none"> - sales revenue or income 4.800.000 EUR;

		<ul style="list-style-type: none"> - total assets as at the balance sheet date 240.000 EUR; - average number of employees 72.
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Section D – Risks

Element	Title	Disclosure
D.1	Key risks related to the Business	<p>Liquidity Risk – Liquidity risk related to the ability of the Company to meet its contractual obligations on time and it arises from differences between maturities of assets and liabilities.</p> <p>Operating Risk – Operating risk is a risk of potential loss caused by human, process or information system failures and flaws. In addition to human, process or information system failures and flaws, the operating risk embraces risk of corporate fraud and misconduct.</p> <p>Banking Systems Risk - Trading virtual currencies is not always well- perceived by the Banks. There is a possibility that the transfers associated with the token may be blocked by the banks.</p> <p>Personnel and management risks – There is a risk of management errors at the level of the Company. These may result in unforeseeable losses and costs which could adversely affect the results of the Company and lead to the insolvency of the Company.</p> <p>Competitive reactions – The risk exists that competitors to the Company may establish themselves in the market and that the Company may not be able to compete. This may have a material adverse effect on the Company's net assets, financial position and results of operations.</p> <p>Issue costs - The capital raised through the issue is also used to offset the costs associated with the Offering that is the object of the White Paper and is thus not available in its entirety for investment. The Company may incur higher costs if it becomes necessary.</p> <p>Changes in the tax environment - Future changes in tax laws and differing interpretations of laws by tax</p>

		<p>authorities and courts cannot be precluded. To this extent, adverse changes in tax law may have a negative impact on Company's activities and/or results of operations.</p> <p>No influence or participation rights - The Company will not be able to exert any influence on its business partners or their management as part of its planned business activities.</p> <p>Risk of criminal offences - Due to the system, token offerings are subject to increased susceptibility to fraud, money laundering and terrorist financing. Despite the Company's effort, it may have an impact on operations of the Company.</p> <p>Qualified advice - The information contained in this brochure does not replace any qualified advice that may be required from a third party. Otherwise, there is a risk that the investor may acquire an investment that is unsuitable for him.</p> <p>Failure to Obtain, Maintain or Renew Licenses and Permits - The Company may be legally required to obtain licenses and permits to lawfully carry out its activity in different jurisdictions. Such legal requirements may be subject to modifications and new legal requirements applicable to any of the Company's parties may arise in the future.</p> <p>Conflicts of Interest - Any party related to the Company, such as majority shareholders, companies controlled by the Company or in which the Company has an interest, and any other affiliates of any kind, can carry out and continue to carry out transactions with other related parties.</p> <p>Risk of Platform malfunction – as the \$LEAN is strictly connected to the functioning of the Company's Platform the said risk of malfunction, such as hacking attacks, code dysfunctionalities, risk of sensitive data exposure, broken access control, the risk of being inoperational as it comes to the Platform.</p>
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<p>D.2</p>	<p>Key risks related to the politic, economy and law</p>	<p>Contractual Risks – The operations of the Company are materially dependent on the validity and enforceability of the transactions and agreements entered into by the Company.</p> <p>Exposure to Civil Liability – the Company operates in a legal and regulatory environment that exposes it to significant risk of claims, disputes and legal proceedings.</p> <p>Tax regime Risks – Tax regimes of the geographical markets where the Company operates are from time to time subject to change, some of which may be dictated by short- term political needs and may therefore be unexpected and unpredictable.</p> <p>Uncertain Regulatory Framework - There is great uncertainty surrounding the legal regulatory framework of cryptographic tokens, digital assets, and blockchain technology. In many jurisdictions, it has not yet been regulated, and it is difficult to forecast how such regulation will take place in the future. In others, there are regulations; however governmental authorities may decide to modify the existing laws and regulations that govern cryptographic tokens, digital assets, blockchain technology and its applications. Such modifications could have a negative impact upon the Tokens in several ways.</p> <p>Risk of freezing funds by state institutions / central supervision in the event of any legal investigation related to the Offered Tokens - it is possible that the Company will be subject to the control of relevant state authorities or supervisory authorities during which the company's funds will be temporarily blocked. In such a situation, the Company will be deprived of the opportunity to conduct business.</p> <p>Official Authorities Cotrol risk – despite the fact that the Company is constantly analyzing the legal framework, the full compliance to the said framework can be troublesome and not all factors may be reduced or detected. Having considered that there is a risk involving the actions of the authorities against the Company’s, which may cause the necessity of ceasesure of the operational activity.</p>
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<p>D.3</p>	<p>Key risks related to the Offered Tokens</p>	<p>Wallet and private key - The Client bears full responsibility regarding the decision on the correct (compatible) wallet. The Client alone is also responsible for the secure storage of the private key of its wallet necessary to receive and dispose of the Offered Tokens.</p> <p>Theft and loss Risk - The technology of issuing and distributing the Offered Tokens, despite maintaining the highest security standards by the Company, does not exclude the possibility of theft or loss of the Offered Tokens</p> <p>Dependency on Information Technology Systems Risk - The company maintains the highest standards for the construction and operation of IT systems, using the services of professional entities. However, it cannot avoid the risks associated with a hacker attack, system failure, disconnection of the Internet connection or physical damage to servers</p> <p>Attacks by “hackers” and sabotage - There is a risk of hacker attacks on the IT infrastructure used by the Company and essential networks and technologies. As a result, the Company may be partially, temporarily or even permanently prevented from carrying out its business activities. This may also have a negative impact on the Company's business activities.</p> <p>Risks associated with blockchain technology - Blockchain technology is a relatively young and little rehearsed and tested technology. The Company bears the risk that this technology may be subject to technical difficulties or that its functionality may be impaired by external influences.</p> <p>Blockchain Delay – The Investor hereby acknowledges that there is a possibility that the transaction is not included at the expected time, and, therefore, that Purchaser might not receive the Offered Tokens.</p> <p>Possible Ethereum Mining Attacks - Mining attacks may occur in blockchain included in the Tokens Smart Contracts. These attacks include, but are not limited to double-spend, majority mining, selfish-mining, and/or race conditions.</p>
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		<p>The possibility of Tokens becoming worthless – The Offered Tokens may become worthless.</p> <p>Highly Speculative Traded Price - In secondary markets, the value of the Offered Tokens tends to be obscure and subject to speculations. The Offered Tokens have no link to the assets of the Company; what is more, they are not backed by tangible assets. Prices can drop or increase unexpectedly.</p> <p>No-refund Policy of Tokens - The Company hereby states that it will not be in any way compelled or under any legal obligation to grant a refund, or any other type of compensation, related to the Offered Tokens, and does not promise any future action or price related thereto apart from the occurrence of the conditions described in this WhitePaper.</p>
D.4	Risk Relating to Project Development	<p>Unexpected events happened to the Company’s shareholders – The Company hereby declares that success of the Offering relies on the experience of its shareholders and their personal commitment. Personal events, sickness and death of shareholders may have a material adverse effect on the Company’s operation, financial condition and results of operations.</p> <p>Risks relating to the Platform operational activity – The main business activity of the Company and also the main utility of the \$LEAN is connected to the Platform. Provided that the Platform becomes inoperational in any manner and by any means, may cause the \$LEAN to be unusable at the time being and may cause the loss of value.</p> <p>Risk of lack of employees - The success of the project depends on the services being delivered via the electronic means. In the absence of a sufficient number of employees, the company's operations may be significantly impeded, which may affect its profits as a result.</p> <p>Risks related to the cryptocurrency market – The cryptocurrency market tends to be subject to the rapid and major changes of courses. The Company cannot guarantee the lack of major differences in the cryptocurrency courses.</p>

Section E – Offer

Element	Title	Disclosure
E.1	Estimate of total expenses of the Offer	<p>The Offering is to bear the following costs:</p> <ul style="list-style-type: none"> a) Legal costs of the Offering - 7.000 EUR; b) Preparation of the WhitePaper and other connected marketing documents - 4.000 EUR; c) Development of Lean Community Discord platform - 500 EUR. <p>The upcoming costs that are to be borne are as follows:</p> <ul style="list-style-type: none"> a) Development of the Lean Marketplace - ca. 50.000 - 60.000 EUR; b) The Company does also recognize the need to bear other costs related to marketing.
E.2	Reasons for offer, use of proceeds	<p>The general purpose of the Offering is divided into two main threads.</p> <ul style="list-style-type: none"> (1) Building the Lean Marketplace, which is the platform enabling people to offer the Lean Management products. The Platform will be developed by the Company using its own resources as well as the one received during the Offering; (2) The Content Marketing purposes including all actions encouraging the Lean Management experts to participate in the Platform both actively and passively, this thread shall include in particular: <ul style="list-style-type: none"> (i) prepare at least 8 articles on Lean Management and Lean Blockchain; (ii) write at least 2 Lean Management, or Lean IT or Lean Startup or Lean Blockchain e-books; (iii) conduct at least 3 interviews with Lean experts.
E.3	Terms and conditions of the Offer	<p>The Offering will be carried in Estonia and in other countries with exception described in Section 5.3.</p>

E.4	Interest, material to Offer	According to the knowledge of the Management, there are no personal interests of the persons involved in the Offering material to the Offering. The Management is unaware of any conflicts of interests related to the Offering at the time of preparing of this WhitePaper.
E.5	Name of persons or entity offering of Offered Tokens	The Offering is carried out by the Company. The Management Board is responsible for the Offering. The members of the Management Boards are listed and described in Section 10 of the White Paper
E.6	Estimated expenses charged to the Investor.	Not applicable; no expenses are charged to the investor by the Company.

4. RISK FACTORS

4.1. Introduction

Investing into the Offered Tokens issued by the Company entails various risks. Each Investor who invests into Tokens should thoroughly consider all the information in this White Paper, including the risk factors described below. Any of the risk factors described below, or additional risks not currently known to the Management or not considered significant by the Management, could have a material adverse effect on the business, financial condition, operations or prospects of the Company. As a result, the Investor could lose a part or all of the value of their investments. The Management believes that the factors described below present the principal risks inherent in investing into the Tokens. The risk factors are not listed in any order of priority with regard to significance or probability.

This White Paper is not, and does not purport to be, investment advice or an investment recommendation to acquire the Offered Tokens. The Investor in the Offered Tokens must determine, based on its own independent review and analysis and such professional advice as it deems necessary and appropriate, whether an investment into the Offered Tokens is consistent with its financial needs and investment objectives and whether such investment is consistent with any rules, requirements and restrictions as may be applicable to that the Investor, such as investment policies and guidelines, laws and regulations of the relevant authorities, etc.

Acquiring Tokens entails risks. All potential Investors should carefully and closely examine the following information about the risks involved before finally deciding to carry out the purchase. Should any of these forecasted risks happen, the Platform, Protocol and value of Tokens could suffer negative consequences.

This document is non-exhaustive and only seeks to forecast some of the possible risks that arise from this business activity. There may be additional risks and uncertainties which may bring about negative consequences for the Project or the value of the Tokens that are not mentioned in this document.

By purchasing Tokens, investors acknowledge and agree that there are risks associated with purchasing, owning, and using the Tokens, as disclosed and explained in this Offering Document. By purchasing Tokens, investors expressly acknowledge and assume these risks.

4.2. Business Risks

Liquidity Risk. Liquidity risk means the ability of the Company to meet its contractual obligations on time and it arises from differences between maturities of assets and liabilities. Management of the Company and its strategy is based on risk policies, resulting in various liquidity risk measures, limits and internal procedures. Such risk policies and internal procedures may, however, not be adequate or sufficient in order to ensure the Company's access to in order to ensure sufficient liquidity. The liquidity risk may have material adverse effect on the operations, financial condition, and results of operations.

Operating Risk. Operating risk is a risk of potential loss caused by human, process or information system failures and flaws. In according to human, process or information system failures and flaws, the operating risk embraces risk of corporate fraud and misconduct. When completing transactions, transaction limits and competence systems are used to minimize potential loss. The Company is constantly monitoring the information systems and supervise its own operations. Thanks to these activities there is a possibility to identify risks of system failures, flaws or fraud and mitigate the operating risk. The information received from the monitoring of the information systems and operations of the Company is used to correct the flaws in information systems and avoid failures thereof.

Banking Systems Risk. Trading virtual currencies is a phenomenon usually reluctantly accepted by the Banks. There may be a risk of blocking the transfer associated with the token purchase process by the investor's bank. An additional risk may occur in the event of blocking or closing the Company bills.

Personnel and management risks. There is a risk of management errors at the level of the Company as its parent company. These may result in unforeseeable losses and costs which could adversely affect the results of the Company and lead to the insolvency of the Company. The economic success of the Company depends to a large extent on the abilities of the management of the Company. The loss of employees with appropriate key qualifications may result in the risk that expertise is no longer available. If the key personnel cannot be permanently replaced by qualified employees, this may have a significant adverse effect on the economic development of the company (so-called key personnel risk). The ongoing and dynamic changes in the market for crypto assets and blockchain technologies require the Company to make permanent adjustments to their structures - both in terms of personnel and technical infrastructure. This entails the risk of making wrong decisions in terms of organizational and personnel development. This also results in a strong dependency on the available personnel and their level of training. Intense competition on the personnel market for managers and skilled personnel

exists, which can lead to higher personnel costs. Moreover, competitors may attempt to entice away managers or other skilled personnel.

Competitive reactions. The risk exists that competitors to Company may establish themselves in the market and that the Company may not be able to compete. This may have a material adverse effect on the Company's net assets, financial position and results of operations.

Issue costs. The capital raised through the issue is also used to offset the costs associated with the Offering that is the object of the White Paper (issue costs) and is thus not available in its entirety for investment. The Company may incur higher costs if it becomes necessary that the Company intensify its sales activities. This would adversely affect the ratio of issue costs to issue proceeds. This also applies if the issue is closed prematurely or placed less than planned on the White Paper Date. As a result, there is a risk that the Company will not be able to carry out its planned business activities.

Changes in the tax environment. Future changes in tax laws and differing interpretations of laws by tax authorities and courts cannot be precluded. To this extent, adverse changes in tax law may have a negative impact on Company's business activities and/or results of operations. The Company will use different cryptocurrencies in the course of its intended business activities. The tax treatment of cryptocurrencies and transactions with such currencies has not yet been clarified. This brings about considerable risks regarding the tax treatment of the Company's business activities. Due to the unclarified tax treatment - in the case of a different valuation by the tax authorities and courts for the tax treatment of the Company - subsequent tax claims against the Company cannot be excluded.

No influence or participation rights. The Company will not be able to exert any influence on its business partners or their management as part of its planned business activities, meaning that legal transactions and measures can also be implemented against the will of the Company.

Risk of criminal offences. Due to the system, offerings are subject to increased susceptibility to fraud, money laundering and terrorist financing. This increases the investor's risk of losing the capital it has invested, also due to necessary measures taken by the authorities against the operators or other persons involved in such illegal transactions.

Qualified advice. The information contained in this brochure does not replace any qualified advice that may be required from a third party. An investment decision should not be made solely on the basis of the information in this section or White Paper, as the information contained herein cannot replace advice and information tailored to the needs, objectives, experience and knowledge and circumstances of the individual investor. Otherwise, there is a risk that the investor may acquire an investment that is unsuitable for him.

Failure to Obtain, Maintain or Renew Licenses and Permits - The Company may be legally required to obtain licenses and permits to lawfully carry out its activity in different jurisdictions. Such legal

requirements may be subject to modifications and new legal requirements applicable to any of the Company's parties may arise in the future.

The successful execution of the Company and the Company's parties' business activities is reliant upon the continuation of the validity of said licenses and permits, as well as upon the compliance with the corresponding terms.

Conflicts of Interest - Any party related to the Company, such as majority shareholders, companies controlled by the Company or in which the Company has an interest, and any other affiliates of any kind, can carry out and continue to carry out transactions with other related parties.

If a conflict of interest comes about between any of the Company's affiliates and any party related to the Company, this could result in the conclusion of the transactions for reasons unrelated to market forces.

4.3. Political, Economic and Legal Risks

Contractual Risks. The operations of the Company are materially dependent on the validity and enforceability of the transactions and agreements entered into by the Company. These transactions and agreements may be subject to the laws of Estonia or to the laws of other countries where the Company operates. While due care is taken to ensure that the terms of these transactions and agreements are fully enforceable under the laws applicable to them, occasional contradictions and variations of interpretation may occur. Consequently, the Company may not be able to always enforce their contractual rights. Moreover, the legal environment where such transactions are effected and agreements are entered into, which is primarily that of the Baltic states, is subject to changes, both through the enactment of new laws and regulations and through changes in interpretation by the competent authorities and courts. Therefore, it cannot be fully excluded that certain terms of the transactions and agreements entered into by the Company turn out to be unenforceable, which in turn may have material adverse effect on the Company's operations.

Exposure to Civil Liability. The Company operates in a legal and regulatory environment that exposes it to significant risk of claims, disputes and legal proceedings. The results of such disputes are inherently difficult to predict and even the disputes themselves, not only unfavourable outcomes, may result in the Company incurring significant expenses and damages, and in negative eff which in turn may have material adverse effect on the Company's operation, financial condition and results of operations.

Tax Regime Risks. Tax regimes of the geographical markets where the Company operates are from time to time subject to change, some of which may be dictated by short-term political needs and may therefore be unexpected and unpredictable. Any changes in the tax regimes in the jurisdictions where the Company operates or in the interpretation of such tax laws, regulations or treaties may have material adverse effect on the Company's operations, financial condition and results of operations. Investment in the Offered Tokens shall be exclusive of all applicable taxes. Investors are responsible for determining what, if any, taxes apply to any purchase of Offered Tokens, including, for example, sales, use, value added, and similar taxes. It is the investor's responsibility to withhold, collect, report and remit the correct taxes to the appropriate tax authorities. The Company is not responsible for

withholding, collecting, reporting, or remitting any sales, use, value added, or similar tax arising from any investor's purchase of Offered Tokens.

Uncertain Regulatory Framework - There is great uncertainty surrounding the legal regulatory framework of cryptographic tokens, digital assets, and blockchain technology. In many jurisdictions, it has not yet been regulated, and it is difficult to forecast how such regulation will take place in the future. In others, there are regulations; however governmental authorities may decide to modify the existing laws and regulations that govern cryptographic tokens, digital assets, blockchain technology and its applications. Such modifications could have a negative impact upon the Offered Tokens in several ways. For instance, governmental authorities may decide to set forth a new rule stating that the Tokens are regulated financial instruments that must be registered. The Company may decide to cease to distribute the Offered Tokens, interrupt operations, or halt the development of the project in case the authorities of a certain jurisdiction decide it is unlawful or commercially troublesome to do so.

Risk of freezing funds by state institutions / central supervision in the event of any legal investigation related to the Offered Tokens - it is possible that the Company will be subject to the control of relevant state authorities or supervisory authorities during which the company's funds will be temporarily blocked. In such a situation, the Company will be deprived of the opportunity to conduct business.

Risks Related to Invalidation of Company Parties Transactions. Company Parties have taken various actions relating to their business that, if successfully challenged for not complying with applicable legal requirements, could be invalidated or could result in the imposition of liabilities on the respective Company Party. Since applicable legislation may subject to many different interpretations, the respective Company Party may not be able to defend any 45 challenges brought against such transactions successfully, and the invalidation of any such transactions or imposition of any such liability may, individually or in the aggregate, have a material adverse effect on the Company's Platform.

4.4 Risks Related to Tokens, Offering and Listing

Wallet and private key. The wallet required by the Investor must be compatible with ethereum blockchain. If the Offered Tokens are transferred to an incompatible wallet, normally the Investor will no longer be able to access and dispose of the Offered Tokens. This will mean a total loss of its investment for the investor. The investor bears full responsibility regarding the decision on the correct (compatible) wallet. The investor alone is also responsible for the secure storage of the private key of its wallet necessary to receive and dispose of tokens. The loss or theft of the Private Key is equivalent to the loss of all tokens assigned to the wallet.

Theft and loss Risk. The technology of issuing and distributing tokens, despite maintaining the highest security standards by the Company, does not exclude the possibility of theft or loss of the Offered Tokens. The Company is not responsible for the Offered Tokens stored on third-party Platforms, cold wallet and in cases resulting from the investor's failure to observe the precautions and safety rules generally accepted in the virtual currencies industry.

Dependency on Information Technology Systems Risk. The company maintains the highest standards for the construction and operation of IT systems, using the services of professional entities. However, it cannot avoid the risks associated with a hacker attack, system failure, disconnection of the Internet connection or physical damage to servers. The Investors should take care of their devices on their own.

Attacks by "hackers" and sabotage. There is a risk of hacker attacks on the IT infrastructure used by the Company and essential networks and technologies. As a result, the Company may be partially, temporarily or even permanently prevented from carrying out its business activities. In addition to hacker attacks, there is risk that employees of the Company or third parties may sabotage the IT systems, which may lead to the failure of hardware and/or software systems of the Company. This may also have a negative impact on the Company's business activities.

Blockchain Delay - Bitcoin and Ethereum blockchain block production can happen randomly, since they are regulated by proof of work (e.g. cryptocurrency might not be included for a distribution period if transferred at the end of a distribution period, whether at Token Presale or Sale.) The Investor hereby acknowledges that there is a possibility that the transaction is not included at the expected time, and, therefore, that Investor might not receive the Offered Tokens.

Possible Ethereum Mining Attacks - Mining attacks may occur in blockchain included in Tokens Smart Contracts. These attacks include, but are not limited to double-spend, majority mining, selfish-mining, and/or race condition. Should any attack be carried out successfully, there will be a hazard on the operation, functioning and sequencing of transactions pertaining the Offered Tokens, and of contract computations.

The possibility of Tokens becoming worthless – The Offered Tokens may become worthless. The Company does not ensure the liquidity of Tokens and waives all responsibility or liability that may arise in relation to the market value of the Offered Tokens, their price, selling, purchase, and/or the existence of any markets for the Offered Tokens.

Highly Speculative Traded Price - In secondary markets, the value of the Offered Tokens tends to be obscure and subject to speculations. Tokens have no link to the assets of the Company; what is more, they are not backed by tangible assets. Prices can drop or increase unexpectedly. The whole investment by an Investor could be lost, or, in extreme cases, Tokens could lose their entire value.

No-refund Policy of the Offered Tokens – the Company hereby states that it will not be in any way compelled or under any legal obligation to grant a refund, or any other type of compensation, related to the Offered Tokens, provided that the White Paper does not stipulate the condition of such refund and does not promise any future action or price related thereto. It is hereby warned that the Investors might not be able to recover their investment, and that said investment might be subject to laws from a jurisdiction different from the private laws applicable to the holder.

Risk of New Technology – The Platform, the \$LEAN tokens and all of the matters outlined in this Whitepaper are new and untested. The Platform and the \$LEAN tokens might not be capable of completion, creation, implementation, or adoption. No blockchain utilizing the \$LEAN Platform maybe ever launched. The purchaser of the \$LEAN tokens should not rely on the Platform, the token smart contract or the ability to receive the \$LEAN tokens associated with the Platform in the future. Even if the Platform is completed, implemented, and adopted, it might not function as intended, and any \$LEAN tokens may not have desirable or valuable functionality. Also, technology is changing rapidly, so the Platform and the \$LEAN tokens may become outdated. Risk of Loss of Private Keys.

Failure to Map a Public Key to Purchaser’s Account – Failure of the purchaser of the \$LEAN tokens to map a public key to such purchaser’s account may result in third parties being unable to recognise the purchaser’s \$LEAN token balance on the Ethereum blockchain when and if they configure the initial balances of a new blockchain based upon the Platform. Risk of Incompatible Wallet Service. The wallet or wallet service provider used to acquire and store the \$LEAN tokens must be technically compatible with the \$LEAN tokens. The failure to assure this may result in the purchaser of the \$LEAN tokens won’t gain access to his \$LEAN tokens.

Risk Associated with Other Applications – The Company’s Platform may give rise to other, alternative projects promoted by unaffiliated third parties, under which the \$LEAN token will have no value. Risk of an Unfavourable Fluctuation of Cryptocurrency Value. The proceeds of the sale of the \$LEAN tokens will be denominated in cryptocurrency and may be converted into other cryptographic and fiat currencies. Suppose the value of cryptocurrencies fluctuates unfavourably during or after the \$LEAN token sale. In that case, the project management team may not be able to fund development or may not develop or maintain the Platform in the manner that is intended.

4.5. Risk Relating to Project Development

Unexpected events happened to the Company’s shareholder. The Company hereby declares that success of the Offering relies on the experience of its shareholders and their personal commitment. Personal events, sickness and death of shareholders may have material adverse effect on the Company’s operation, financial condition and results of operations. As a result, there is a risk that the Company will not be able to carry out its planned business activities.

Lack of Development of Market for \$LEAN tokens. Because there has been no prior public trading market for the \$LEAN tokens, the sale of the \$LEAN tokens described in this Whitepaper may not result in an active or liquid demand for the \$LEAN tokens, and their price may be highly volatile. Although applications have been created to the cryptographic token exchanges for the \$LEAN tokens to be admitted for trading, an active public market may not develop or be sustained after the \$LEAN token sale. If a liquid trading market for the \$LEAN tokens does not develop, the price of the \$LEAN tokens may become more volatile, and the token holder may be unable to sell or otherwise transact in the \$LEAN tokens at any time. Risks Relating to Highly Speculative Traded Price. The valuation of digital tokens in a secondary market is usually not transparent and highly speculative. The \$LEAN tokens do not hold any ownership rights to the company’s assets and, therefore, are not backed by any tangible asset. As a result, traded price of the \$LEAN tokens can fluctuate significantly within a short

period. As a result, there is a high risk that a token holder could lose his/her entire contribution amount. In the worst-case scenario, the \$LEAN tokens could be rendered worthless.

5. TERMS AND CONDITIONS OF THE OFFERING

5.1. Offering

The Tokens are being offered in Estonia and they may be offered outside Estonia with the restrictions described in Section 5.3. The Offering will involve the issue of Tokens in a volume corresponding to the number of the Offer Tokens subscribed for in the course of the Offering and allocated to Investors in accordance with the terms described in this Section “Terms and Conditions of Offering”.

5.2. Participation in Offering

The Offering is directed only to the Investors which are natural and legal persons.

5.3. Restriction to the Offering

This White Paper does not constitute an offer in any jurisdiction in which such offer would be unlawful. The Offer does not apply to investors to whom U.S. or China tax laws apply. Persons who come into possession of this White Paper must comply with the distribution rules applicable in their respective country. The Company bears no responsibility for the non-compliance of the investor to the relevant rules respectful for the seat or the place of residence of the investor.

The Company prohibits investment from sanctioned countries, and countries which are high risk for money-laundering or terrorist financing and corruption. Investors from countries deemed high risk are subjected to enhanced due diligence and may be refused participation in the investment.

5.4. Number of the Offered Tokens

There are 3.000.000 \$LEAN Tokens altogether, from which 150.000 \$LEAN tokens are intended for the allocation to the investors in the first sale phase. The allocation of tokens to the certain means is as follows:

NAME OF WALLE T	NUMBER OF TOKENS	%	PURPOSE AND RULES	Value of token	Total
AirDrop Wallet	240,000	8%	AirDrop for STC users (first wave) and for the most experienced CI/Lean Practitioners (second wave).	\$ 0,8	\$ 192.000

Launchpad ICO Wallet	150,000	5%	Initial Coin Offering – sale of \$LEAN in order to raise funds for the development of the project.	\$ 0,8	\$ 120.000
Core Team Wallet	150,000	5%	Funds for building a project management team (Core Team + Leaders). Funds for the Core Team will be unlocked in the second year of the project's operation (in the period Q4, 2022 - Q3, 2023)	\$ 0,8	\$ 120.000
Job Placement & Community Wallet	1,500,000 assumed reduction to maximum number of \$LEAN 300,000 through the burning process	50%	The wallet that will be used throughout the entire functioning of Lean Community. This wallet will have funds from collected subscriptions, commissions from Lean Marketplace etc., and will provide funds for the remuneration of people involved in various roles in Lean Community, as well as for loyalty programs, partner programs and rewards for community members. Funds from this wallet will be released according to the remuneration plan that is described in Chapter 8 – the Job Placement Program. Funds within this wallet will be burned as described in Chapter 9 - \$LEAN burning. According to the plan, at least \$LEAN 1,200,000 from this wallet will be burned. This value is 40% of the initial total supply.	\$ 0,8	\$ 1.200.000

Development Wallet	90,000	3%	The wallet from which funds will be allocated to the development of Lean Community and Lean Marketplace. In the future, innovative projects related to Lean 4.0, Virtual Reality etc. are expected to be launched. Funds for their implementation will come from this wallet.	\$ 0,8	\$ 72.000
Partnership Wallet	60,000	2%	The wallet for long-term cooperation with partners outside Lean Community. This wallet will provide funds for remuneration for, among others, special guests invited to Lean Community, influencers writing about Lean Management and the cryptocurrency market. Wallet funds will not be transferred directly to the market.	\$ 0,8	\$ 48.000
Lean Marketplace Liquidity Wallet	60,000	2%	Funds from this wallet will be held to provide liquidity in the Lean Marketplace. They will be used to secure transactions made by the users of \$LEAN on the Lean Marketplace.	\$ 0,8	\$ 48.000
Marketing Wallet	750,000	25%	The wallet that aims to provide liquidity for \$LEAN on exchange markets. Funds from this wallet will also be used for marketing purposes.	\$ 0,8	\$ 600.000
Total	3,000,000	100%		\$ 0,8	\$ 2.400.000

5.5. Offer Price

The purchase price for each Offered Token in the ICO phase shall be the denomination of 0,80 USD, according to the exchange rate from the time of the start of the Offering.

5.6. Offering Periods

- (i) The **Offering Period** is the period during which the Investor has the right to participate in the Offering may submit Subscription Undertakings (please see Section “Subscription Undertakings” for further details) for the Offered Tokens. The Offering Period commences on 01.10.2021 and lasts on up to 20.11.2021.
- (ii) Apart from the Offering period the Company intends to run the **Vesting Period**, which is to serve as the additional remuneration for the key project associates. The detailed provisions on the matter of \$LEAN tokens destined for the Vesting are referred to in point 5.4. The Vesting Period is to last for 5 (five) years from the start of the Offering.

5.7. Subscription Undertakings

In order to subscribe for the \$LEAN the transfer denominated in StudentCoin (\$STC) to the Company wallet in the StudentCoin Platform is required in the sum corresponding to the value of subscribed \$LEAN.

5.8. Payment

The payment method for the Offered Tokens is the payment denominated in StudentCoin (\$STC).

5.9. Settlement

The Offered Tokens allocated to the Investors are transferred immediately to the indicated wallet after transferring of the sum to cover the subscription sum for the \$LEAN tokens.

5.10. Trade of the Offered Tokens

The Offered Token becomes tradable not later than 180 days from the start of the Offering. The \$LEAN token will be offered on the decentralized crypto exchange and will be tradable in the following pairs:

- 1) \$LEAN/ \$STC,
- 2) \$LEAN/ EHT,
- 3) \$LEAN/ USDT,
- 4) \$LEAN/ BTC.

5.11. Unsuccessful Offer

The Offer is considered to be unsuccessful in the case of not raising more than 20.000,00 (twenty thousand) USD. Under these circumstances the Company is obligated to return the raised funds in accordance with the Section 5.12 of this White Paper.

5.12. Return of Funds

The Company shall return raised funds which Investor has invested only in the occurrence of the certain causes as stipulated in this White Paper. The announcement in the matter of returning funds

shall be published on the website of the Company. The Company shall return raised funds within 1 month from the occurrence of the cause of returning funds. The funds shall be returned to the investor's wallet in StudentCoin (\$STC).

5.13. Cancellation of Offering

The Company has the right to cancel the Offering. In addition to other cancellation right, the Company has reserved the right to cancel the Offering in the part not subscribed for in the course of the Offering. Any cancellation of the Offering will be announced on the Website of the Company. All rights and obligations of the parties in relation to the cancelled part of the Offering shall be considered terminated at the moment when such announcement is made public.

5.14. Conflicts of Interests

According to the knowledge of the Management, there are no personal interests of the persons involved in the Offering material to the Offering. The Management is unaware of any conflicts of interests related to the Offering.

5.15. Vesting

Pursuant to the provisions of pt. 5.4, 5.6 and the Vesting Agreements concluded with the key projects members \$LEAN tokens will be getting released within the 5 (five) years following the start of the Offering. The \$LEAN tokens destined for the Vesting will be divided into two parts:

- 1) Basic Package, which will be paid in two installments - first half after 1 (one) year from the start of the Offering, second half after 2 (two) years from the start of the Offering;
- 2) Additional Package, which will be paid in parts quarterly for the period of 5 (five) years.

Vesting Period \$LEAN token allocation is destined to remunerate the key project associates and to enter the associates as the Lean Community members. The provisions of the Vesting Agreement may prescribe additional conditions and may determine other obligations assigned to its parties.

6. REASONS FOR OFFERING AND USE OF PROCEEDS

The purpose of the project is creating the Lean Community Platform for sharing the knowledge and experiences of Lean and Continuous Improvement Practitioners from all over the world, as well as the Lean Marketplace to let them buy and sell Lean services with using Lean Management Token (\$LEAN).

\$LEAN will ultimately create a Lean Ecosystem for individuals (CI practitioners), as well as for training and consulting companies interested in replacing or selling services and products related to Lean Management. In the created Lean Community, \$LEAN will be used as a fiat currency and also as a means of payment for fundraising or for voting in the community (C2C function). In turn, it is assumed that \$LEAN will also be used outside Lean Community as a payment currency for Lean Management (B2C) related services and products. Finally, the Lean Ecosystem will build a

comprehensive work environment for people and companies operating in the area of Lean Management.

Strengthening the position of \$LEAN as the main binder of the global community of CI Practitioners will certainly result in the token becoming popular among people associated with Lean Management - specialists, practitioners, consultants, etc. It is assumed that \$LEAN can become a means of payment for training, consulting or Lean Management related products. This will be possible when the token is in the possession of a large number of CI practitioners.

The raised funds in ICO will only be used for purposes related to the building and development of Lean Community and Lean Marketplace. All activities that are financed within the ICO are intended to increase the number of active CI Practitioners in Lean Community. All the functionalities in Lean Community and Lean Marketplace will only be available for \$LEAN. It is assumed that an increase in CI Practitioners in Lean Community will correspond with an increase in \$LEAN holders. Most of the funds raised in the ICO will be used primarily to build the substantive foundations of Lean Community, which will in turn encourage more CI Practitioners to join. For this purpose, it is planned to create a certified Lean Practitioner course that will only be available for CI practitioners who belong to Lean Community, as well as to build a database of presentations and training materials to be downloaded by the community. Lean Community will not only be a place for CI Practitioners to exchange experiences, but above all a center of knowledge and development of competences in the field of Lean Management.

Lean Community means building relationships between CI Practitioners, providing substantive materials, or organizing trainings and courses. To facilitate B2B, B2C and C2C transactions using \$LEAN, the creation of a global Lean Marketplace Platform is planned. It will be a place where services and products related to Lean Management will be offered. Both individuals and companies will be able to offer services and products there, with \$LEAN being the payment method. In the first phase of the project, the Lean Marketplace Platform will be made available to only Lean Community (C2C) members. When the number of Lean Community members increases, the Lean Marketplace Platform will also be made available to external entities (B2B, B2C). The Lean Community will control the Lean Marketplace so that all the services and products it offers meet the quality requirements. Lean Marketplace is meant to make access to services and products related to Lean Management easier and cheaper. \$LEAN will be the only form of payment for the services and products offered on the Lean Marketplace. Thanks to this, \$LEAN can become a global currency for Lean/CI Practitioners. It is planned in the future to launch the Lean Marketplace accessible from both: regular and mobile browser.

CI practitioners mainly acquire knowledge by reading magazines and expert books. Lean Management is also a set of tools and methods that should be learned in order to use them freely. The element of this activity will be the provision of articles, posts or e-books labeled with the Lean Community and Lean Management Token (LEAN) logo. The aim of the activity will be to make CI Practitioners interested in the topic of Lean Community. Through substantive publications, the Lean Community team will want to build the status of an expert Platform around Lean Community.

As part of the ICO, funds will be obtained in order to prepare the following:

- at least 8 articles on Lean Management and Lean Blockchain
- at least 2 Lean Management, or Lean IT or Lean Startup or Lean Blockchain e-books
- at least 3 interviews with Lean experts

All the described activities will be branded with the Lean Community and Lean Management Token (LEAN) logo. In addition, the funds will be allocated for cooperation with people who professionally promote Lean Management through social media (e.g. YouTube). The goal will be to promote Lean Community among those Lean Influencers who have the greatest reach among CI Practitioners.

The flagship program, which will be implemented with the funds raised for the ICO, is the Lean Practitioner program. The Lean Practitioner program will only be available for members of the Lean Community on the Lean Marketplace. Its completion will be crowned with a certificate issued by Lean Community and the Student Coin Organization. The program will cover the most important methods and tools included in the Lean Management philosophy. This program will be prepared professionally, and the individual methods will be presented by CI practitioners with international experience. The funds raised in the ICO will be used, among other things, to pay for these professionals. The project assumes the recruitment of people who will conduct courses under the Lean Practitioner program. Access to some of the Lean Practitioner materials will be free, but the course that finishes with a Lean Practitioner certificate will have to be bought using \$LEAN on the Lean Marketplace. The price of the course will be very attractive for CI Practitioners. The main assumption of this action will be to convince CI Practitioners to buy \$LEAN from the market and to use it within the Lean Community.

In the future, it is planned to develop more courses (e.g. Six Sigma Practitioner, TWI Practitioner, Leader Academy, Manager Academy etc.), which will increase the interest of CI Practitioners in the Lean Community and Lean Management Token (LEAN) projects. Those courses will be offered on the Lean Marketplace Platform.

7. BENEFITS FOR THE INVESTOR

The Lean Management Token - \$LEAN is to be exchangeable for the Lean Management products or services offered on the centralized Lean Marketplace owned by the Issuer. The investors will be entitled to use the \$LEAN token as the mean of access to global and open Platform joining the experts in regard to Lean Management altogether.

Only the \$LEAN Token holders - the Investors shall be entitled to be the members of the Lean Management Community and therefore having access to the global Lean Management Platform.

8. GENERAL CORPORATE INFORMATION AND ARTICLES OF ASSOCIATION

8.1. General Corporate Information

The business name of the Company is Astral Hodling OÜ. The Company was registered in the Estonian Commercial Register under the register code 16334542. The Company has been established and is currently operating under the laws of the Republic of Estonia in the form of a limited liability company and is established for an indefinite term. The Company does not hire any employees.

The contact details of the Company are the following:

Address: Under the agreement the Company has the right to use the address as the registered address – Harju maakond, Tallinn, Lasnamäe linnaosa, Lõdtsa tn 5, 11415.

E-mail: contact@astralhodling.com

8.2. Articles of Association

The Articles of Association of the Company was adopted on 01.10.2021. The main terms of the Articles of Association of the Company are the following:

- (i) The amount of the share capital of the company is 2.500,00 EUR.
- (ii) Upon increasing the share capital the shares of the private limited company shall be paid for in monetary contribution only.
- (iii) One euro of each share of the private limited company shall give one vote at the shareholders' general meeting of the private limited company as well as in decision-making without convening the meeting;
- (iv) Upon transfer of a share of the company: the other shareholders have the right of pre-emption if the share is transferred to any third person;
- (v) A share of the company may be pledged;
- (vi) Company may issue, for a conditional increase of the share capital, bonds by a resolution of the shareholders, the holders of which have the right to convert their bonds to shares (convertible bond);
- (vii) Each member of the management board has the right to represent the company in all legal acts unless a different entry is made in the commercial register. A corresponding resolution of the shareholders shall be adopted under the procedure prescribed for amending the articles of association;
- (viii) The company shall have no supervisory board;
- (ix) The financial year of the company is from 01.01 to 31.12.

9. SHARE CAPITAL, SHARES AND OWNERSHIP STRUCTURE

9.1. Share Capital and Shares

The current registered capital of the Company is EUR 2 500,00 and the share capital was not paid up to the day of preparing this Whitepaper.

Pursuant to the provisions of Estonian law the Company has no obligation to pay the share capital in full at the time of incorporation. The share capital will be paid in the period of 10 years after the incorporation, not later than on the dividend day. The share capital is divided into 2 500,00 ordinary shares of the Company (the Shares) with the nominal value of 1 EUR.

The Shares are governed by the laws of the Republic of Estonia.

The Shares are freely transferable.

9.2. Shareholders of Company

As at the date of this White Paper, the Shareholders holding over 25% of all Shares in the Company are the following:

Name of Shareholder	Proportion
Mr. Bartosz Misiurek	50%
Mr. Amadeusz Ignis	50%

The Management is as at the date of this White Paper not aware of any arrangements or circumstances, which may at a subsequent date result in a change in control over the Company.

The major Shareholders of the Company do not have voting rights different from those described in Section “Rights of Shareholders” below.

9.3. Rights of Shareholders

Introductory Remarks. This Section “Rights of Shareholders” aims to provide rights of shareholders arising from Estonian law applicable in respect of the Shareholders of the Company.

Right to Participate in Corporate Governance. The shareholders of a limited liability company are entitled to take part in the corporate governance of such company through the general meeting of shareholders, where they can exercise their powers to decide on certain important corporate matters, such as the amendment of the articles of association, the increase and decrease of the share capital, the approval of annual reports and the distribution of profit, the dissolution, merger, division or transformation of the company, and certain other matters. The general meeting of shareholders is the highest governing body of a limited liability company.

The ordinary general meeting of shareholders must be held once a year pursuant to the procedure and at the time set forth by the law and the articles of association.

The notice of an upcoming general meeting of shareholders must be disclosed to shareholders three weeks in advance.

A resolution of the shareholders shall be adopted if 51% per cent of the votes of the participants in the shareholders' meeting or of all the votes in the case of deciding without convening the meeting is given in favor unless otherwise provided for by law or the Articles of Association.

Only those shareholders are eligible to attend and vote at a general meeting of shareholders who were on the list of shareholders as of the date falling seven calendar days before the meeting.

As a rule, the resolutions of a general meeting of shareholders require the affirmative vote of the majority of the votes represented at the meeting. Certain resolutions, such as amending the articles of association, increasing or decreasing the share capital, resolutions relating to a merger or liquidation of the company, etc., require a qualified majority of 2/3 of the votes represented at the meeting of shareholders.

Right to Information. The shareholders of the company have the right to receive information on the activities of the company from the management board at the general meetings of shareholders. However, the management board may refuse to give information if there is a reason to presume that this may cause significant damage to the interests of the company. In the event the management board refuses to give information, shareholders may require the general meeting of shareholders to decide on the legality of such refusal.

Right to Dividends. All shareholders of the Company have the right to participate in the distribution of profit of the company and have the right to receive dividends proportionally to their shareholding in the company. Resolving the distribution of profit and the payment of dividends is in the competence of the general meeting of shareholders. The resolution of the distribution of profit and the payment of dividends is adopted on the basis of the approved annual report for the preceding financial year, whereas the management board is under the obligation to make a proposal for the distribution of profit and the payment of dividends in the annual report or in a separate document accompanying the annual report.

9.4. Shareholders' Agreements

According to the Management's knowledge, there are no shareholders' agreements executed between the Shareholders in respect of their shareholdings in the Company.

10. MANAGEMENT

10.1. Management Structure

In accordance with the Estonian law, the operational management of the Company depends on the Management Board. On the day of the White Paper the Management Board contains two members.

The address of operations of the Management Board is the registered address of the Company - Harju maakond, Tallinn, Lasnamäe linnaosa, Lõdtsa tn 5, 11415.

10.2. Management Board

Role. The Management Board of the Company is responsible for the day-to-day management of the Company's operations, the representation of the Company and for organizing its accounting. Further, it is the obligation of the Management Board to draft the annual reports. The Company is represented by two Members of the Management Board. Each board member can represent the Company separately. The members of the Management Board held a liability with its personal assets. The liability is practically unlimited.

Members of the Management Board. According to the Articles of Association, the Management Board comprises one to five members. Currently the Management Board contains two members:

- (i) **Mr. Bartosz Misiurek**
- (ii) **Mr. Amadeusz Ignis**

10.3. Biographical notes about member of the Management Board

Mr. Bartosz Misiurek – over 15 years of experience in Lean Management. The author of over 50 articles concerning TWI and Lean Management and a book about Lean and the TWI program. CEO at LeanTrix and Global Coach at Automotive Company where he supports the implementation of Lean Management and Standardized Work in over 60 plants in 4 continents.

Since 2007 he has been responsible at the Lean Enterprise Institute Poland for Lean Maintenance and TWI Stream. He has worked as a trainer and a consultant of the Lean Management for more than 100 manufacturing and service companies, such as: NB (Velux), B. Braun Aesculap-Chifa, Philip Morris, Philips Lighting, Whirlpool Corporation, Electrolux, Rolls-Royce, Colgate-Palmolive, Nidec Motors & Actuators, Cadbury Mondelez, Twinings Poland, Autoliv and many others.

He has worked as an Operational Manager in the international group Mismart, where he was jointly responsible for the supervision of a production plant in Germany.

Currently he is a CEO at Leantrix Company, which provides computer systems that aid the implementation of Lean Management (among other things: a system supporting the implementation of standardization of work according to the TWI program). He also works as Global Coach Europe in Cooper Standard Automotive. He is co-founder of Polish Society of TWI Practitioners.

He studied at the University of Technology in Wrocław where he earned a PhD in technical sciences.

Privately, married and father of three sons. He loves physical activity, especially running and he has completed a lot of half and full marathons.

Mr. Amadeusz Ignis – born on January 30, 1994 in Krakow - Poland. In recent years, his activity has been related to capital markets. He is an investor in stock exchanges and cryptocurrency markets. He provides consultancy in the field of business management and marketing. He is also involved in negotiation and mediation processes. He coordinates a community of market education enthusiasts. He is focused on promoting knowledge about safe investing, law and big business. He studied at the Jagiellonian University. His interests are business psychology, law and economics.

10.4. Share Ownership

On the day of the White Paper, 100% of all the Shares are directly held by the members of the management body of the Company.

10.5. Conflicts of Interests and Other Declarations

According to the knowledge of the Management, there are no known actual or potential conflicts of interest between the duties of any of the members of the Management Board of the Company, and their private interests or other duties.

According to the knowledge of the Management, none of the members has ever been convicted in a criminal offence or been a member of a governing body of a legal entity subject to bankruptcy or liquidation proceedings at the time of initiating the relevant proceedings. Furthermore, none of the persons referred to in this Section has ever been disqualified by a competent court from acting as a member of an administrative, supervisory or management body or conducting affairs of a legal entity.

10.6. Statement of Compliance with Corporate Governance

The Company complies with the corporate governance regime of the Republic of Estonia. Further to the compliance with the applicable laws and regulations, the Company has committed itself to adhere to the highest standards of corporate governance.

11. LISTING AND ADMISSION TO TRADING

All Offered Tokens are altogether intended for trading. Tokens shall be freely transferable from not later than 7 days counting from the day of start of the Offering. The company does not introduce any restrictions in this respect.

12. EXCHANGES

The Offered Tokens shall be listed on exchanges under the name: – Lean Management Token, \$LEAN after termination of the Offering. The Company reserves the right to indicate other exchanges by posting the right statement in this matter on the Website.

13. FINANCIAL INFORMATION

To the present date the Company has filed no financial statements for the overturn years, as the Company has been established on the 6th of October 2021.

14. GLOSSARY

Term	Definition
Articles of Association	Shall mean the Articles of Association of the Company effective as at the date of this White Paper
Company	Shall mean Astral Hodling OÜ (an Estonian private limited liability company, registered in the Estonian Commercial Register under register code 16334542, having its registered address at Harju maakond, Tallinn, Lasnamäe linnaosa, Lõdtsa tn 5, 11415
USD	Shall mean the official currency of is the official currency of the United States and its territories
Management	Shall mean the Management Board of the Company

Investor	Shall mean the person who bought the Offered Token
Offer Price	Shall mean the final price per each Offered Tokens, which shall be a fixed price of EUR
Offering Period	Shall mean the period during which the Offered Tokens are issued
White Paper	Shall mean this document
Section	Shall mean a section of this White Paper
Offered Tokens	Shall mean the Tokens issued by the Company.
Shareholder	Shall mean natural or legal person(s), holding the Share(s) of the Company at any relevant point of time
Website	Shall mean website of the Company – https://www.leancommunity.org
Summary	Shall mean the Summary of this White Paper
Platform	The Lean Community Platform will be built on the Discord application. The dedicated channel will be created for the project.