



CONVERTIBLE NOTE OFFERING

Frequently Asked Questions

KEY FACTS: Upcoming ICTTM Convertible Note Offering

Corporate Information:

Legal Name:	International Centre for Trade Transparency Limited
Incorporation:	United Kingdom
Company Number:	14500902
Registered Address:	71-75, Shelton Street, Covent Garden, London, WC2H 9JQ. United Kingdom
Website / Email:	www.icctm.org / info@icctm.org
Subsidiary of:	The International Trade Council

Offer Details:

Looking to Raise	\$1,000,000 USD
Purpose of Raise	To accelerate the key build-out of the ADAMftd platform and to explore new market opportunities with governments, financial service providers, commodities traders, etc.
Interest Rate Offered	22.5% per annum
Repayment Period	End of 36 Months

Sample Calculation:

Invested Amount	\$10,000 USD
Interest Repaid at 36 Months	\$8,382.66 USD
Total Repaid by ICTTM	\$18,382.66 USD

For an investment of \$10,000 USD, at the end of 36 months with a compounded annual interest rate of 22.5%, the total repayment amount would be approximately \$18,382.66. This calculation demonstrates that the initial investment, plus the compounded interest over the 3-year period, will be fully repaid to the investor.

Early Repayment:

Should ICTTM opt for early repayment before the completion of the 36-month term, investors are assured the full payout, as though the 36-month period had been fulfilled. This ensures that investors benefit from the interest for the entire period, despite receiving early repayment, safeguarding their investment return.

What is a Convertible Note?

A convertible note is a form of short-term borrowing by the ICTTM from investors. It allows the company to borrow money which will be repaid by the company at a later date. Conversely, it allows lenders (investors) into the ICTTM to opt to be repaid in cash or in shares at the end of the 36 months. It's similar to locking in the price of shares now, but being repaid in cash by the company in case you don't really want shares later (of course, if the share price skyrockets later, you can benefit as well).

What makes ICTTM's Convertible Note so special?

ICTTM's Convertible Note stands out due to its competitive interest rate of 22.5% per annum, coupled with a strategic conversion option that allows note holders to participate in the company's equity at today's rates, which are projected to be much lower than future market rates. This unique feature provides a significant advantage, as it locks in a pre-money valuation for early investors, anticipating a higher valuation as ICTTM seeks additional commercial investors.



What guarantees are associated with ICTTM's Convertible Note?

A key guarantee associated with ICTTM's Convertible Note is the prioritized repayment structure, which ensures that note holders are repaid before shareholders. This commitment underscores the high level of trust and confidence in ICTTM, as evidenced by our diverse shareholder base, including CEOs of leading logistics firms, venture capital funds, and other influential companies. These shareholders, who invested in ICTTM equity prior to the introduction of the convertible note concept, have demonstrated their belief in our vision and potential. Despite their early and foundational support, the convertible note structure is designed so that note holders are positioned at the forefront for repayment.

Additionally, convertible note holders are presented with the opportunity to convert their notes into equity at a preferential pre-money valuation. This feature not only protects against future dilution but also secures a significant and valuable stake in ICTTM for note holders, reflecting our commitment to providing a secure and advantageous investment vehicle.

Why is a Convertible Note considered even better than shares?

Convertible notes provide a unique blend of flexibility, potential for high returns, and strategic investment opportunities, making them particularly appealing compared to direct equity shares. Here's an illustrative example to clarify the benefits:

Imagine an investor who opts for a convertible note with ICTTM, investing \$10,000 at an annual interest rate of 22.5% over a 3-year term. Should ICTTM experience significant growth due to successful sales strategies, substantial external investments, or an increase in customer acquisition, the value of the company—and consequently its shares—would likely rise. For instance, if ICTTM were to list on a stock exchange at the end of the 36-month term, the market valuation could soar, greatly enhancing the value of shares.

In this scenario, the convertible note offers a "pre-money" purchase price option. This means that instead of simply being repaid their initial investment plus interest (which, in this case, would amount to \$18,382.65 over 3 years due to the compound interest), investors have the choice to convert their notes into equity at the pre-determined rate. This option can be incredibly lucrative if the share value increases significantly, as investors would acquire shares at the pre-money valuation, potentially reaping substantial gains from the company's growth.

This example underscores the dual benefits of convertible notes: the security of a fixed interest return and the opportunity to participate in the company's equity growth. It's this combination of safety, flexibility, and growth potential that makes convertible notes an attractive investment vehicle, particularly for early-stage companies experiencing rapid expansion.

Additional Advantages of ICTTM's Convertible Note Offering:

ICTTM's Convertible Note Offering extends beyond traditional financial benefits, incorporating strategic advantages that underscore the company's robust foundation and promising future:

Proven Leadership:

International Trade Council Support: The ICTTM is majority owned by the International Trade Council, providing a significant endorsement, offering access to a vast network of trade resources and industry contacts.

Experienced Leadership: The company is steered by a team of directors and managers who bring extensive international experience, ensuring adept navigation through global market dynamics.

Proven Market Traction and Partnerships:

Established MOUs for Market Penetration: ICTTM has secured Memorandums of Understanding with key partners, setting a solid foundation for the market launch and adoption of ADAMftd.

Successful Customer Onboarding: Major multinational corporations like Ericsson, various banks, and government agencies have already engaged with ICTTM's KYC platform, signaling strong market acceptance and the potential for seamless migration to the more comprehensive ADAMftd platform.

Beyond a Start-Up: A Company with a Legacy:

Rich Resource Base: While ICTTM is in its operational commencement phase, it is far from a typical start-up. It inherits a wealth of assets from the International Trade Council, including invaluable company contacts, company data, and regulatory insights.

Global Subscriber Migration: Thousands of companies globally engaged with the International Trade Council are set to transition to ICTTM's subscription plan for ADAMftd, ensuring a robust initial user base and revenue stream.

Convertible Note-Specific Benefits:

Pre-Money Valuation Advantage: Note holders gain from the pre-money valuation, securing investment at today's valuation before further equity financing potentially increases the company's valuation.



Guaranteed Interest Despite Early Repayment: Should ICTTM be sold or choose to settle the convertible notes ahead of the 36-month term, investors are assured the complete interest for the three-year duration, enhancing the investment's appeal.

Blend of Stability and Growth Potential: The convertible note marries the security of a debt instrument with the growth prospects of equity, ideal for the evolving landscape of trade and technology sectors.

Priority Repayment Structure: Convertible note holders enjoy repayment precedence over shareholders, reinforcing the investment's security.

Investor Eligibility for ICTTM's Convertible Note Offering

The International Centre for Trade Transparency (ICTTM) commits to adhering to the following requirements to ensure eligibility and compliance for potential investors:

Accredited Investor Criteria: ICTTM will require that participants in our offering are accredited investors, conforming to the regulatory definitions which typically involve specific income or net worth thresholds, such as having a net income exceeding \$200,000 (\$300,000 for joint income) for the last two years with the expectation of the same or higher in the current year, or a net worth exceeding \$1 million, individually or jointly with a spouse, excluding the primary residence's value.

Investor Sophistication: We will ensure that our investors have the necessary knowledge and experience in financial and business matters to evaluate the merits and risks of investing in our convertible notes.

Risk Acknowledgement: ICTTM will require investors to acknowledge and understand the risks involved with their investment, including the potential complete loss of investment.

Minimum Investment Threshold: We will establish a minimum investment amount for our convertible note offering to ensure that we are able to meet our funding objectives effectively.

Verification Procedures: Investors will undergo a thorough verification process to confirm their accredited investor status, alongside any necessary anti-money laundering (AML) and know your customer (KYC) compliance checks.

Understanding of Liquidity Risks: ICTTM will inform investors about the liquidity risks associated with private convertible notes, which may include restrictions on the sale or transfer of notes before a certain period or until certain conditions are met.

Legal and Regulatory Adherence: We commit to complying with all applicable legal and regulatory requirements relevant to the offering and our investors, ensuring a transparent and compliant investment process.

Subscription Agreement Compliance: Investors will be required to sign a subscription agreement that clearly outlines the investment terms, including conversion mechanics, interest rates, maturity dates, and other pertinent rights and obligations.

Disclosure and Information Provision: ICTTM will provide necessary information about our organization, business plan overview, and the specific terms of the convertible note offering to all potential investors.

Investment Suitability: ICTTM will work to ensure that the investment is suitable for each investor's financial situation, investment objectives, and risk tolerance, promoting responsible investment decisions.

Encouragement for Independent Advice:

Seeking External Counsel: We strongly encourage all prospective investors to seek independent financial and legal advice before considering the convertible note offering. This ensures that investors are fully informed of the implications and are making the best decision in alignment with their financial goals and regulatory obligations.

Not a Solicitation

It is important to note that the information provided in this document is not a solicitation for investment but rather an informational overview of our upcoming convertible note offering. Our intent is to provide potential investors with a clear understanding of the criteria for participation, should they be qualified, and invited, to do so.