

ESCROW AGREEMENT

This document is part of the acquisition transaction between GlobalTech Corporation ("Buyer") and InnovateTech Solutions, Inc. ("Seller") dated as of February 15, 2025. This document should be read in conjunction with Document: MASTER ACQUISITION AGREEMENT, Document: EXHIBITS TO ACQUISITION AGREEMENT, Document: AUDITED FINANCIAL STATEMENTS, and all other transaction documents.

ESCROW TERMS

Escrow Amount: \$15,000,000 (12% of Purchase Price)

Escrow Agent: First National Trust Company

Term: 18 months from Closing Date

Release Schedule:

- 6 months: \$5,000,000 released (absent claims)
- 12 months: \$5,000,000 released (absent claims)
- 18 months: Remaining balance released

Claims may be made for breaches of representations in Document: Master Acquisition Agreement.

INDEMNIFICATION

Indemnification provisions per Article VII of Document: Master Acquisition Agreement:

- Basket: \$500,000 (1% of escrow)
- Cap: \$15,000,000 (escrow amount) for general reps
- Fundamental reps: Full Purchase Price cap

Specific indemnities for matters in Document: Schedule 3.9 - Litigation and Claims.

SECTION 3

Additional provisions related to ESCROW AGREEMENT.

All terms defined in Document: Master Acquisition Agreement apply herein.

Cross-reference: See MASTER ACQUISITION AGREEMENT for related provisions.

The parties acknowledge receipt of all schedules and exhibits referenced herein.

This section shall survive the Closing Date as specified in Article VIII of the Master Agreement.

SECTION 4

Additional provisions related to ESCROW AGREEMENT.

All terms defined in Document: Master Acquisition Agreement apply herein.

Cross-reference: See EXHIBITS TO ACQUISITION AGREEMENT for related provisions.

The parties acknowledge receipt of all schedules and exhibits referenced herein.

This section shall survive the Closing Date as specified in Article VIII of the Master Agreement.