

SHAREHOLDER EQUITY AND INVESTMENT SUMMARY

CONFIDENTIAL DOCUMENT

NEXUS INTELLIGENT SYSTEMS, INC.

A Delaware Corporation

DOCUMENT OVERVIEW

This Shareholder Equity and Investment Summary ("Document") provides a comprehensive review of the capitalization, equity structure, and investment history of Nexus Intelligent Systems, Inc. (the "Company") as of January 22, 2024.

1. CORPORATE CAPITALIZATION

1.1 Authorized Capital Stock

The Company is authorized to issue:

- 10,000,000 shares of Common Stock, par value \$0.001 per share
- 2,000,000 shares of Preferred Stock, par value \$0.001 per share

1.2 Issued and Outstanding Shares

1.2.1 Common Stock

- Total Issued Common Shares: 6,750,000
- Fully Diluted Common Shares: 7,425,000

1.2.2 Preferred Stock

- Series A Preferred: 1,250,000 shares
- Series B Preferred: 875,000 shares

2. EQUITY OWNERSHIP BREAKDOWN

2.1 Founder Ownership

- Dr. Elena Rodriguez: 1,350,000 shares (20.0%)
- Michael Chen: 1,012,500 shares (15.0%)
- Sarah Williamson: 675,000 shares (10.0%)

2.2 Investor Ownership

- Sequoia Capital: 1,687,500 shares (25.0%)
- Andreessen Horowitz: 1,012,500 shares (15.0%)
- Other Institutional Investors: 1,012,500 shares (15.0%)

3. INVESTMENT HISTORY

3.1 Funding Rounds

- Seed Round (2018): \$1.2M | Investors: Angel Investors
- Series A (2020): \$5.5M | Lead Investor: Sequoia Capital
- Series B (2022): \$12.7M | Lead Investor: Andreessen Horowitz

3.2 Valuation Progression

- Seed Round Valuation: \$6.5M
- Series A Valuation: \$28.5M
- Series B Valuation: \$95.3M

4. EQUITY COMPENSATION

4.1 Stock Option Pool

- Total Reserved: 750,000 shares
- Issued Options: 675,000 shares
- Remaining Available: 75,000 shares

4.2 Vesting Schedules

- Standard 4-year vesting with 1-year cliff
- 25% vests after 12 months
- Remaining 75% vests monthly over subsequent 36 months

5. TRANSFER RESTRICTIONS

5.1 Investor Rights Agreement

Significant transfer restrictions apply, including:

- Right of First Refusal
- Co-Sale Rights
- Drag-Along and Tag-Along Provisions

5.2 Contractual Limitations

- No shares may be transferred without written consent of majority preferred shareholders
- Transferability subject to compliance with Securities Purchase Agreement

6. LEGAL DISCLAIMERS

6.1 Confidentiality

This document is strictly confidential and prepared solely for potential investors and their legal representatives.

6.2 Limitation of Liability

All information provided is based on Company records as of the date hereof. No warranty of accuracy is expressed or implied.

7. EXECUTION

7.1 Authorized Representation

Executed by:

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Date: January 22, 2024

CERTIFICATION

The undersigned certifies that the information contained herein is true and correct to the best of their knowledge.