

# Capitalization Table - Q3 2023 Update

## Confidential Legal Document

Nexus Intelligent Systems, Inc.

### 1. INTRODUCTION

1 This Capitalization Table ("Cap Table") represents the authorized and issued equity securities of Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), as of September 30, 2023.

2 This document is prepared solely for internal corporate records and potential investor due diligence purposes, and contains sensitive proprietary information.

### 2. AUTHORIZED CAPITAL STRUCTURE

#### 1 Common Stock

- Total Authorized: 10,000,000 shares
- Issued and Outstanding: 6,752,341 shares
- Par Value: \$0.0001 per share

#### 2 Preferred Stock

- Total Authorized: 5,000,000 shares
- Series A Preferred: 1,250,000 shares
- Series B Preferred: 1,750,000 shares

### 3. EQUITY OWNERSHIP BREAKDOWN

#### 1 Founder Equity

- Dr. Elena Rodriguez (CEO): 1,425,000 shares (21.1%)
- Michael Chen (CTO): 1,075,000 shares (15.9%)
- Sarah Williamson (CSO): 625,000 shares (9.3%)

#### 2 Investor Ownership

- Sequoia Capital: 1,500,000 Series A Preferred (22.2%)
- Andreessen Horowitz: 1,750,000 Series B Preferred (25.9%)
- Founders Fund: 375,000 shares (5.6%)

## **4. EQUITY COMPENSATION POOL**

### **1 Employee Stock Option Plan (ESOP)**

- Total Reserved: 750,000 shares
- Issued Options: 532,641 shares
- Remaining Available: 217,359 shares

### **2 Option Grant Details**

- Weighted Average Exercise Price: \$2.75
- Vesting Schedule: 4-year standard with 1-year cliff
- Expiration: 10 years from grant date

## **5. CONVERTIBLE SECURITIES**

### **1 Convertible Notes**

- Outstanding Principal: \$3,250,000
- Conversion Price: \$4.50 per share
- Potential Dilution: Approximately 722,222 shares

### **2 Warrant Instruments**

- Total Warrants: 125,000 shares
- Exercise Price Range: \$3.25 - \$5.75
- Expiration: Various dates through 2026

## **6. DILUTION ANALYSIS**

### **1 Fully Diluted Capitalization**

- Total Shares: 8,829,963 shares
- Potential Dilution Percentage: 23.7%

### **2 Liquidation Preference**

- Series A Liquidation Multiple: 1x
- Series B Liquidation Multiple: 1x

## **7. LEGAL DISCLAIMERS**

- 1 This capitalization table is provided "as is" without warranty of any kind.

2 All information is subject to the Company's ongoing corporate governance and potential future financing events.

3 This document does not constitute an offer or solicitation of securities.

## **8. CERTIFICATION**

Executed this 22nd day of January, 2024.

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Michael Chen

Chief Technology Officer

Nexus Intelligent Systems, Inc.

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