

TALENT RETENTION STRATEGY DOCUMENT

DeepShield Systems, Inc.

Effective Date: January 15, 2024

1. PURPOSE AND SCOPE

1. This Talent Retention Strategy Document ("Strategy Document") sets forth the official policies and procedures of DeepShield Systems, Inc. ("Company") regarding the retention of key personnel and critical talent within the organization.
2. This Strategy Document applies to all full-time employees classified as Key Personnel (as defined in Section 2) and shall be implemented in conjunction with existing employment agreements and compensation plans.

2. DEFINITIONS

1. "Key Personnel" means employees who (i) hold director-level positions or above, (ii) possess critical technical expertise in industrial control systems (ICS) security or operational technology (OT), or (iii) have been specifically designated as critical to Company operations by the Board of Directors.
2. "Retention Period" means the 24-month period following the effective date of this Strategy Document or any subsequent renewal period.
3. "Competitive Business" means any business engaged in developing, marketing, or selling industrial cybersecurity solutions for critical infrastructure protection.

3. RETENTION INCENTIVE PROGRAM

1. Long-Term Incentive Plan (LTIP)
 - a) Key Personnel shall be eligible for restricted stock units (RSUs) vesting over a four-year period
 - b) Annual RSU grants shall be valued at 50-100% of base salary, as determined by the Compensation Committee
 - c) Accelerated vesting provisions apply in cases of change in control or qualifying termination
2. Performance Bonus Structure
 - a) Quarterly performance bonuses based on individual and company objectives

- b) Target bonus range of 15-30% of base salary for Key Personnel
- c) Additional spot bonuses for exceptional contributions to critical projects

4. NON-COMPETITION AND NON-SOLICITATION

1. During employment and for 12 months following termination, Key Personnel shall not:
 - a) Engage in any Competitive Business within North America or Europe
 - b) Solicit any Company customers or potential customers
 - c) Recruit or solicit any Company employees
2. Geographic restrictions shall be limited to regions where the Company maintains active business operations.

5. PROFESSIONAL DEVELOPMENT

1. Technical Training Program
 - a) Annual training allowance of \$10,000 for technical certifications
 - b) Participation in industry conferences and seminars
 - c) Internal knowledge sharing and mentorship programs
2. Leadership Development
 - a) Executive coaching for director-level and above
 - b) Management training programs
 - c) Cross-functional project leadership opportunities

6. WORK-LIFE BALANCE INITIATIVES

1. Flexible Work Arrangements
 - a) Hybrid work options with minimum 2 days per week in office
 - b) Flexible hours within core business hours (10:00 AM - 3:00 PM EST)
 - c) Additional personal days beyond standard PTO policy
2. Health and Wellness Benefits
 - a) Premium health insurance coverage
 - b) Mental health support services
 - c) Annual wellness stipend of \$2,500

7. SUCCESSION PLANNING

1. The Company shall maintain succession plans for all Key Personnel positions, including:
 - a) Identification of potential internal successors
 - b) Development plans for succession candidates
 - c) Regular review and updates of succession plans

8. CONFIDENTIALITY

1. All provisions of this Strategy Document are confidential and proprietary to the Company.
2. Disclosure of any terms herein requires written authorization from the Chief Human Resources Officer or General Counsel.

9. AMENDMENT AND TERMINATION

1. This Strategy Document may be amended or terminated by the Board of Directors at any time.
2. Any amendments shall be communicated to Key Personnel with 30 days' notice.

10. GOVERNING LAW

1. This Strategy Document shall be governed by and construed in accordance with the laws of the State of Delaware.

ACKNOWLEDGMENT

The undersigned acknowledges receipt and understanding of this Talent Retention Strategy Document.

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[Key Personnel Name]

Title: _

Date: _

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[Company Representative]

Title: _

Date: _

CONFIDENTIAL AND PROPRIETARY

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