

2023 Stock Option Plan Financial Impact Analysis

DeepShield Systems, Inc.

Prepared: December 15, 2023

1. Executive Summary

This analysis examines the financial implications of DeepShield Systems, Inc.'s (the "Company") proposed 2023 Stock Option Plan (the "Plan"). The Plan authorizes the issuance of up to 2,500,000 shares of Common Stock, representing approximately 8.5% of the Company's fully diluted capitalization as of December 1, 2023.

2. Plan Overview and Key Parameters

1. Total Share Reserve: 2,500,000 shares
2. Initial Grant Pool: 1,750,000 shares
3. Annual Evergreen Provision: Lesser of (i) 4% of outstanding shares or (ii) 500,000 shares
4. Exercise Price Parameters: Fair Market Value (FMV) as determined by Board
5. Term Duration: 10 years from adoption date
6. Vesting Schedule: 4-year standard (25% cliff, monthly thereafter)

3. Financial Impact Analysis

3.1 Income Statement Effects

The Company expects to recognize the following stock-based compensation expense:

- FY2024: \$4,375,000 (estimated)
- FY2025: \$3,850,000 (estimated)
- FY2026: \$2,925,000 (estimated)
- FY2027: \$1,850,000 (estimated)

These projections utilize Black-Scholes valuation methodology with the following assumptions:

- Volatility: 65%
- Risk-free rate: 4.25%
- Expected term: 6.25 years

- Dividend yield: 0%

3.2 Balance Sheet Impact

The Plan will affect the following balance sheet items:

a) Additional Paid-in Capital

- Increase of approximately \$13,000,000 over four years
- Quarterly recognition based on vesting schedules

b) Deferred Tax Assets

- Estimated tax benefit of \$2,730,000
- Recognition subject to valuation allowance assessment

3.3 Cash Flow Considerations

Projected cash impacts:

- Exercise proceeds: \$8,750,000 - \$12,500,000 (aggregate over Plan term)
- Tax benefits from exercise: \$1,825,000 - \$2,625,000
- Annual cash compensation offset: \$2,100,000 - \$2,800,000

4. Dilution Analysis

1. Current Capitalization:

- Outstanding Common Stock: 25,000,000 shares
- Existing Options/RSUs: 2,750,000 shares
- Proposed Plan Reserve: 2,500,000 shares
- Fully Diluted Shares: 30,250,000 shares

2. Dilution Metrics:

- Shareholder Dilution: 8.5%
- Voting Power Dilution: 7.8%
- Earnings Per Share Impact: (5.2)%

5. Accounting Treatment and Compliance

1. The Plan will be accounted for under ASC 718 (Share-Based Payment)

2. Fair Value Measurement:

- Quarterly valuation updates required
- Independent third-party valuation firm engaged
- Board approval process documented

3. Disclosure Requirements:

- SEC reporting obligations
- Proxy statement disclosures
- Financial statement footnotes

6. Risk Factors and Mitigation

1. Identified Risks:

- Market volatility impact on valuation
- Tax law changes affecting treatment
- Accounting standard modifications
- Administrative complexity

2. Mitigation Strategies:

- Quarterly valuation updates
- Regular tax position review
- Compliance monitoring system
- Third-party administration

7. Recommendations

Based on the foregoing analysis, we recommend:

1. Proceed with Plan implementation as proposed
2. Establish quarterly review process
3. Implement tracking system for utilization
4. Review evergreen provision annually

8. Certification

This analysis has been prepared by the undersigned based on information provided by management and third-party advisors. All projections and estimates are subject to change based on market conditions and Company performance.

Prepared by:

/s/ Robert Kessler

Robert Kessler

Chief Financial Officer

DeepShield Systems, Inc.

Reviewed by:

/s/ Marcus Chen

Dr. Marcus Chen

Chief Executive Officer

DeepShield Systems, Inc.

Date: December 15, 2023

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