

Executive Leadership Compensation Structure

Confidential Legal Document

Nexus Intelligent Systems, Inc.

1. PRELIMINARY PROVISIONS

1 Purpose

This Executive Leadership Compensation Structure ("Agreement") establishes the comprehensive compensation framework for senior executive leadership at Nexus Intelligent Systems, Inc. (the "Company"), effective January 1, 2024.

2 Scope of Application

This Agreement shall apply to all C-suite and senior executive positions, specifically including the Chief Executive Officer, Chief Technology Officer, Chief Strategy Officer, and direct executive reports reporting to the CEO.

2. COMPENSATION COMPONENTS

1 Base Compensation

1.1 Base Salary

Executive base salaries shall be determined annually based on:

- Market competitive benchmarking
- Individual performance metrics
- Company financial performance
- Industry-specific compensation standards for enterprise AI services sector

1.2 Salary Ranges

- CEO: \$285,000 - \$375,000 per annum
- CTO: \$250,000 - \$335,000 per annum
- Chief Strategy Officer: \$225,000 - \$310,000 per annum
- Senior Executive Roles: \$180,000 - \$265,000 per annum

2 Equity Compensation

2.1 Stock Option Program

- Initial grant: 5-7% of total outstanding equity
- Four-year vesting schedule with 1-year cliff
- Accelerated vesting provisions for change of control events

2.2 Restricted Stock Units (RSUs)

- Annual grant based on performance metrics
- 3-year vesting period
- Prorated allocation based on individual and company performance

3. PERFORMANCE INCENTIVES

1 Annual Bonus Structure

1.1 Quantitative Performance Metrics

- Revenue growth targets
- Customer acquisition metrics
- Operational efficiency improvements
- Product development milestones

1.2 Bonus Calculation

- Target bonus range: 25-40% of base salary
- Weighted performance scoring across multiple organizational objectives

2 Long-Term Incentive Plan (LTIP)

- 3-year performance horizon
- Tied to cumulative company valuation growth
- Potential cash and equity components

4. ADDITIONAL BENEFITS

1 Executive Benefits Package

- Comprehensive health insurance
- Executive life and disability coverage
- Retirement contribution matching (up to 6%)
- Annual executive physical examination
- Professional development allowance

2 Perquisites

- Technology equipment stipend
- Mobile communication reimbursement
- Business travel accommodations
- Parking and transportation allowances

5. TERMINATION PROVISIONS

1 Termination Without Cause

- Severance equal to 12-18 months of base compensation
- Prorated bonus for current fiscal year
- Accelerated vesting of outstanding equity grants

2 Termination With Cause

- Forfeiture of unvested equity
- No additional compensation beyond earned amounts

6. COMPLIANCE AND GOVERNANCE

1 Regulatory Compliance

This compensation structure shall comply with:

- Delaware corporate governance standards
- SEC executive compensation disclosure requirements
- Internal Revenue Code Section 409A

2 Annual Review

Compensation structure subject to annual review by Compensation Committee

7. CONFIDENTIALITY AND RESTRICTIVE COVENANTS

1 Non-Disclosure

Executives bound by comprehensive non-disclosure agreements

2 Non-Compete

Restricted competition period of 18 months post-employment

8. EXECUTION

Approved by Board of Directors: January 22, 2024

—

Dr. Elena Rodriguez

Chief Executive Officer

—

Board Compensation Committee Chair