

EXECUTIVE COMPENSATION PLAN

SUMMIT DIGITAL SOLUTIONS, INC.

Fiscal Year 2023

Effective Date: January 1, 2023

1. PURPOSE AND OBJECTIVES

1. This Executive Compensation Plan (the "Plan") establishes the framework for compensating executive officers of Summit Digital Solutions, Inc. (the "Company") for Fiscal Year 2023.

2. The Plan is designed to:

- (a) Align executive interests with shareholder value creation
- (b) Drive achievement of strategic business objectives
- (c) Attract and retain top executive talent in the digital transformation sector
- (d) Ensure competitive compensation relative to market benchmarks

2. ELIGIBLE PARTICIPANTS

1. The Plan applies to the following executive positions ("Participants"):

- Chief Executive Officer
- Chief Technology Officer
- Chief Operating Officer
- Chief Digital Officer
- Chief Innovation Officer
- Executive Vice Presidents
- Senior Vice Presidents

3. COMPENSATION COMPONENTS

1. Base Salary

- (a) Competitive base compensation reviewed annually
- (b) Positioned at 50th-75th percentile of peer group
- (c) Adjustments based on market data and individual performance

2. Annual Performance Bonus

(a) Target bonus: 50-150% of base salary based on position

(b) Performance metrics:

- Company Revenue Growth (30%)
- EBITDA Margin (30%)
- Strategic Objectives (25%)
- Individual Goals (15%)

(c) Bonus multiplier range: 0-200% of target based on achievement

3. Long-Term Incentive Plan (LTIP)

(a) Annual equity grants in restricted stock units (RSUs)

(b) Three-year vesting schedule (33% per year)

(c) Target grant value: 100-300% of base salary

(d) Performance multiplier based on:

- Total Shareholder Return (40%)
- Revenue CAGR (30%)
- Digital Platform Revenue Growth (30%)

4. PERFORMANCE METRICS AND TARGETS

1. Company Performance Thresholds

- Minimum Revenue: \$95M
- Target Revenue: \$105M
- Maximum Revenue: \$120M
- Minimum EBITDA Margin: 15%
- Target EBITDA Margin: 18%
- Maximum EBITDA Margin: 22%

2. Strategic Objectives

- Peak Performance Platform adoption rate
- Client satisfaction scores
- Innovation metrics
- Market share in target segments

5. ADMINISTRATION AND GOVERNANCE

1. The Compensation Committee shall:

- (a) Oversee Plan administration
- (b) Approve individual compensation levels
- (c) Certify achievement of performance goals
- (d) Modify Plan terms as needed

2. The CEO shall:

- (a) Recommend compensation for direct reports
- (b) Set individual performance objectives
- (c) Evaluate achievement of goals

6. PAYMENT TERMS AND CONDITIONS

1. Timing of Payments

- (a) Base salary paid bi-weekly
- (b) Annual bonus paid by March 15 following fiscal year
- (c) RSUs granted annually in Q1

2. Employment Requirements

- (a) Must be employed on payment date
- (b) Pro-rata payment for partial year service
- (c) Treatment upon termination per employment agreements

7. CLAWBACK AND ADJUSTMENTS

1. The Company maintains right to recoup compensation if:

- (a) Financial restatement occurs
- (b) Misconduct is discovered
- (c) Violation of non-compete/confidentiality

2. Committee discretion to adjust metrics for:

- (a) Extraordinary events
- (b) Strategic transactions

(c) Changes in accounting rules

8. GENERAL PROVISIONS

1. Plan Amendment and Termination

- Committee may modify/terminate Plan
- Notice required for material changes
- Existing rights protected

2. Tax Compliance

- Section 409A compliance
- Tax withholding requirements
- No tax gross-ups provided

9. APPROVAL AND EXECUTION

APPROVED by the Compensation Committee of the Board of Directors on December 15, 2022.

By:

Sarah Martinez

Chair, Compensation Committee

By:

Dr. Alexandra Reeves

Chief Executive Officer