

Executive Compensation Disclosure

1. INTRODUCTION

1 Purpose of Disclosure

This Executive Compensation Disclosure ("Disclosure") provides a comprehensive overview of compensation arrangements for key executive officers of Nexus Intelligent Systems, Inc. (the "Company"), prepared in connection with potential corporate transaction evaluation and in compliance with applicable securities disclosure requirements.

2 Scope of Coverage

This document details compensation structures, equity arrangements, performance incentives, and material employment agreements for the Company's Named Executive Officers ("NEOs") as of January 22, 2024.

2. NAMED EXECUTIVE OFFICERS

1 Identified Executives

The following executives are considered Named Executive Officers for purposes of this disclosure:

- Dr. Elena Rodriguez, Chief Executive Officer
- Michael Chen, Chief Technology Officer
- Sarah Williamson, Chief Strategy Officer

3. BASE COMPENSATION STRUCTURE

1 Annual Base Salary

The following base salary levels are currently in effect:

- Dr. Elena Rodriguez: \$325,000 per annum
- Michael Chen: \$285,000 per annum
- Sarah Williamson: \$265,000 per annum

2 Salary Adjustment Provisions

Base salaries are subject to annual review, with potential adjustments based on:

- a) Individual performance metrics
- b) Company financial performance

c) Competitive market compensation benchmarks

4. EQUITY COMPENSATION

1 Equity Grant Details

Each Named Executive Officer has been granted stock options and restricted stock units ("RSUs") under the Company's 2019 Equity Incentive Plan:

a) Dr. Elena Rodriguez

- 125,000 stock options (50% vested)
- 75,000 RSUs (subject to 4-year cliff vesting)
- Strike price: \$12.50 per share

b) Michael Chen

- 100,000 stock options (40% vested)
- 60,000 RSUs (subject to 4-year cliff vesting)
- Strike price: \$12.50 per share

c) Sarah Williamson

- 85,000 stock options (35% vested)
- 50,000 RSUs (subject to 4-year cliff vesting)
- Strike price: \$12.50 per share

5. PERFORMANCE BONUSES

1 Annual Incentive Compensation

Executives are eligible for annual performance bonuses based on:

- Company revenue achievement
- Individual performance objectives
- Strategic milestone completion

2 Bonus Target Percentages

- Dr. Elena Rodriguez: 50% of base salary
- Michael Chen: 40% of base salary
- Sarah Williamson: 35% of base salary

6. CHANGE OF CONTROL PROVISIONS

1 Acceleration Clauses

In the event of a change of control transaction:

- 100% of unvested equity grants will immediately vest
- Severance payments equal to 1.5x annual base compensation
- Continuation of health benefits for 12 months post-separation

7. ADDITIONAL BENEFITS

1 Executive Benefits

- Health insurance coverage
- Life and disability insurance
- 401(k) matching up to 6% of annual compensation
- Annual professional development allowance (\$15,000)

8. DISCLAIMER AND LIMITATIONS

1 Confidentiality

This disclosure is provided solely for informational purposes in connection with potential corporate transactions. All compensation details are considered confidential and proprietary.

2 Non-Binding Nature

This document does not constitute a binding contract and is subject to modification at the Company's sole discretion.

9. CERTIFICATION

The undersigned hereby certifies that the information contained herein is true and accurate as of the date first written above.

Executed this 22nd day of January, 2024.

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.