

Executive Compensation and Stock Grant Policy

Nexus Intelligent Systems, Inc.

1. PURPOSE AND SCOPE

1 This Executive Compensation and Stock Grant Policy ("Policy") establishes the comprehensive framework for compensation, equity awards, and performance incentives for key executive leadership at Nexus Intelligent Systems, Inc. (the "Company").

2 The Policy applies to all executive officers, including the Chief Executive Officer, Chief Technology Officer, and other C-suite and senior vice president level executives as designated by the Compensation Committee.

2. COMPENSATION PHILOSOPHY

1 Compensation Objectives

- Attract and retain top-tier executive talent in the enterprise AI and technology services sector
- Align executive compensation with long-term company strategic objectives
- Create meaningful performance-based incentive structures
- Maintain competitive compensation packages relative to industry benchmarks

2 Compensation Components

Executive compensation shall consist of the following primary elements:

- a) Base Salary
- b) Annual Performance Bonus
- c) Equity Compensation
- d) Benefits and Perquisites

3. BASE SALARY STRUCTURE

1 Base Salary Determination

- Base salaries will be determined annually based on:
- Individual performance
- Market competitive rates
- Company financial performance

- Role complexity and strategic importance

2 Salary Review Process

- Annual comprehensive salary review conducted by the Compensation Committee
- Market benchmarking against comparable technology services companies
- Potential adjustments based on individual and company performance metrics

4. ANNUAL PERFORMANCE BONUS

1 Bonus Eligibility

All designated executive officers are eligible for annual performance bonuses contingent upon:

- Individual performance achievements
- Company financial and strategic objectives
- Specific measurable key performance indicators (KPIs)

2 Bonus Calculation

- Target bonus range: 30-50% of base annual salary
- Prorated based on achievement of predetermined corporate and individual goals
- Discretionary component at Compensation Committee's determination

5. EQUITY COMPENSATION FRAMEWORK

1 Equity Award Types

- Restricted Stock Units (RSUs)
- Performance Stock Units (PSUs)
- Stock Options
- Employee Stock Purchase Plan (ESPP)

2 Equity Grant Principles

- Initial grant upon executive hiring
- Annual refresh grants
- Performance-based vesting schedules
- Cliff and graduated vesting structures

3 Vesting Schedules

a) Initial Grants:

- 4-year vesting period
- 25% vesting after first year (cliff)
- Quarterly pro-rata vesting thereafter

b) Performance-Based Grants:

- Contingent upon achieving specific corporate milestones
- Accelerated vesting for exceptional performance

6. GOVERNANCE AND ADMINISTRATION

1 Compensation Committee Responsibilities

- Annual review and approval of compensation structures
- Oversight of equity grant allocations
- Compliance with securities regulations
- Maintaining competitive compensation strategies

2 Compliance and Reporting

- Full compliance with SEC disclosure requirements
- Transparent reporting in annual proxy statements
- Regular independent compensation consultations

7. LEGAL DISCLAIMERS

1 This Policy is subject to modification at the sole discretion of the Board of Directors.

2 No provision herein constitutes a contractual guarantee of continued employment.

8. EFFECTIVE DATE

1 This Policy is effective as of January 22, 2024, superseding all prior compensation policies.

Approved by the Board of Directors:

Dr. Elena Rodriguez

Chief Executive Officer

Date: January 22, 2024