

Executive Compensation Structure Document

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PARTIES

This Executive Compensation Structure Document ("Document") is executed by and between:

Nexus Intelligent Systems, Inc., a Delaware corporation with principal offices at 1200 Technology Park Drive, San Jose, California 95134 (hereinafter referred to as the "Company")

1. PURPOSE

1 This document establishes the comprehensive compensation framework for key executive leadership of Nexus Intelligent Systems, Inc., defining compensation structures, performance metrics, equity allocation, and long-term incentive mechanisms.

2 The compensation structure is designed to:

- Attract and retain top-tier executive talent
- Align executive compensation with corporate strategic objectives
- Provide competitive total compensation packages within the enterprise AI services sector
- Establish clear performance-based compensation mechanisms

2. EXECUTIVE COMPENSATION COMPONENTS

1 Base Salary

- Dr. Elena Rodriguez (CEO): \$325,000 per annum
- Michael Chen (CTO): \$295,000 per annum
- Sarah Williamson (Chief Strategy Officer): \$275,000 per annum

2 Annual Performance Bonus Structure

- Target bonus range: 30-50% of base salary
- Performance metrics include:
 - a) Annual revenue growth
 - b) New client acquisition
 - c) Product development milestones
 - d) Operational efficiency improvements

3 Equity Compensation

3.1 Stock Option Allocation

- CEO: 75,000 unvested stock options
- CTO: 60,000 unvested stock options
- CSO: 50,000 unvested stock options

3.2 Vesting Schedule

- 4-year vesting period
- 25% vests annually
- Accelerated vesting upon change of control event

3. LONG-TERM INCENTIVE PLAN

1 Performance Share Units (PSUs)

- Granted annually based on three-year performance targets
- Tied to:
 - a) Cumulative revenue growth
 - b) Market expansion
 - c) Technology innovation metrics

2 Restricted Stock Units (RSUs)

- Additional retention mechanism
- Cliff vesting after 3 years
- Prorated acceleration in qualifying termination scenarios

4. BENEFITS PACKAGE

1 Health and Welfare Benefits

- Comprehensive medical, dental, and vision coverage
- Life and disability insurance
- Executive-level health screening program

2 Retirement Benefits

- 401(k) plan with company match up to 6%
- Additional executive retirement contribution program

5. TERMINATION PROVISIONS

1 Severance Conditions

- Involuntary termination without cause: 12 months base salary
- Voluntary resignation with good reason: 9 months base salary
- Change of control provisions with graduated benefits

2 Non-Compete and Confidentiality

- 18-month non-compete agreement
- Perpetual confidentiality obligations
- Forfeiture of unvested equity upon material breach

6. COMPLIANCE AND GOVERNANCE

1 This compensation structure complies with:

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

2 Annual review and potential adjustment by Board Compensation Committee

7. EXECUTION

Executed this 22nd day of January, 2024.

SIGNATURES

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Michael Chen

Chief Technology Officer

Nexus Intelligent Systems, Inc.

Sarah Williamson

Chief Strategy Officer

Nexus Intelligent Systems, Inc.

8. CONFIDENTIALITY NOTICE

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