

FOUNDER'S EQUITY VESTING SCHEDULE

PREAMBLE

This Founder's Equity Vesting Schedule (the "Schedule") is executed by and between Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), and the undersigned founders, effective as of January 22, 2024.

1. DEFINITIONS

1 "Founders" shall mean the original equity holders of the Company who are party to this Schedule, specifically:

- a) Dr. Elena Rodriguez
- b) Michael Chen
- c) Sarah Williamson

2 "Vesting Commencement Date" means March 15, 2018, being the Company's official incorporation date.

3 "Cliff Period" means the initial twelve (12) month period during which no equity shall vest.

4 "Accelerated Vesting Event" means a change of control transaction, initial public offering, or involuntary termination without cause.

2. EQUITY ALLOCATION

1 Initial Equity Grants

The following equity percentages are allocated to each Founder:

- a) Dr. Elena Rodriguez: 35% (Chief Executive Officer)
- b) Michael Chen: 30% (Chief Technology Officer)
- c) Sarah Williamson: 25% (Chief Strategy Officer)

2 Total Founder Equity Pool: 90% of authorized common stock

3. VESTING SCHEDULE

1 Standard Vesting Mechanism

Founder equity shall vest according to the following schedule:

- a) 25% shall vest after the initial twelve (12) month Cliff Period
- b) Remaining equity shall vest ratably over forty-eight (48) consecutive months, with 1/48th vesting monthly

2 Accelerated Vesting Provisions

- a) In the event of an Accelerated Vesting Event, 100% of unvested equity shall immediately vest
- b) Involuntary termination without cause triggers pro-rata acceleration of unvested shares

4. TRANSFER RESTRICTIONS

1 Transferability

- a) Vested shares may be transferred subject to Company's right of first refusal
- b) Unvested shares are non-transferable and subject to repurchase rights

2 Repurchase Rights

The Company retains the right to repurchase unvested shares at original cost in the event of a Founder's departure.

5. FORFEITURE PROVISIONS

1 Voluntary Termination

Upon voluntary resignation before full vesting, Founders shall forfeit unvested shares according to the following schedule:

- a) 0-12 months: 100% forfeiture
- b) 13-24 months: 75% forfeiture
- c) 25-36 months: 50% forfeiture
- d) 37-48 months: 25% forfeiture

6. COMPLIANCE WITH SECURITIES REGULATIONS

1 This Schedule is subject to compliance with applicable securities laws and regulations, including Rule 144 transfer restrictions.

2 All equity grants are contingent upon execution of appropriate stock restriction agreements.

7. MISCELLANEOUS PROVISIONS

1 Governing Law

This Schedule shall be governed by and construed in accordance with the laws of the State of Delaware.

2 Amendment

Any modifications must be executed in writing and approved by a majority of the Board of Directors.

8. ACKNOWLEDGEMENT AND EXECUTION

By signing below, each Founder acknowledges receipt, understanding, and agreement to the terms set forth in this Equity Vesting Schedule.

SIGNATURES

Dr. Elena Rodriguez

Date: January 22, 2024

Michael Chen

Date: January 22, 2024

Sarah Williamson

Date: January 22, 2024

Corporate Secretary

Nexus Intelligent Systems, Inc.

Date: January 22, 2024