

Employee Retirement and Long-Term Incentive Plan

Nexus Intelligent Systems, Inc.

PREAMBLE

This Employee Retirement and Long-Term Incentive Plan (the "Plan") is adopted by Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), effective as of January 22, 2024, to attract, retain, and motivate key employees through competitive compensation and equity participation.

1. DEFINITIONS

1 "Eligible Employee" means a full-time or part-time employee of Nexus Intelligent Systems, Inc. who has completed at least twelve (12) consecutive months of continuous service.

2 "Retirement Benefit" means the accumulated retirement savings and contributions under this Plan.

3 "Long-Term Incentive Award" means equity-based compensation granted to key employees based on performance metrics and strategic contributions.

2. RETIREMENT PLAN COMPONENTS

1 Defined Contribution Plan

- The Company shall provide a 401(k) retirement savings plan with the following features:
 - a) Company match of up to 6% of eligible employee's annual compensation
 - b) Immediate vesting of company contributions
 - c) Investment options including diversified mutual funds, index funds, and target-date retirement funds

2 Vesting Schedule

- Employee contributions are 100% immediately vested
- Company matching contributions vest according to the following schedule:
 - Year 1: 0% vested
 - Year 2: 33% vested
 - Year 3: 66% vested
 - Year 4: 100% vested

3. LONG-TERM INCENTIVE AWARDS

1 Equity Grant Criteria

- Awards will be granted based on:
 - a) Individual performance
 - b) Strategic role within the organization
 - c) Potential for future leadership
 - d) Critical contribution to company objectives

2 Award Types

- Restricted Stock Units (RSUs)
- Performance Stock Options
- Phantom Equity Grants

3 Performance Metrics

Long-Term Incentive Awards will be tied to:

- Annual revenue growth
- Profitability targets
- Customer acquisition and retention
- Innovation and product development milestones

4. ELIGIBILITY AND ADMINISTRATION

1 Participant Selection

- Determined annually by the Compensation Committee
- Focused on key personnel in strategic roles
- Minimum performance rating of "Exceeds Expectations"

2 Plan Administration

- Administered by the Compensation Committee of the Board of Directors
- Annual review and adjustment of plan parameters
- Discretionary authority to interpret and implement plan provisions

5. COMPLIANCE AND REGULATORY CONSIDERATIONS

1 Compliance

- Fully compliant with ERISA regulations
- Adheres to IRS guidelines for retirement and equity compensation plans
- Subject to annual independent audit and review

2 Tax Implications

- Participants are responsible for individual tax obligations
- Company will provide necessary tax reporting documentation
- Consultation with personal tax advisors recommended

6. TERMINATION AND AMENDMENT

1 Plan Modification

- The Board of Directors reserves the right to modify, suspend, or terminate the Plan
- Participants will be notified of material changes 30 days in advance
- Existing awards will be honored under previous terms

7. MISCELLANEOUS PROVISIONS

1 Non-Transferability

- Awards are non-transferable and cannot be assigned, alienated, or hypothecated

2 Governing Law

- This Plan shall be governed by and construed in accordance with the laws of the State of Delaware

SIGNATURE BLOCK

Approved by the Board of Directors:

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Date: January 22, 2024