

Executive Compensation Structure Document

Confidential - For Internal Review Only

PREAMBLE

This Executive Compensation Structure Document ("Document") is executed by Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), effective as of January 22, 2024.

1. DEFINITIONS

1 "Executive" shall mean any senior leadership team member holding a C-suite or executive vice president level position within the Company.

2 "Compensation Package" means the total remuneration structure including base salary, equity grants, performance bonuses, and additional benefits.

3 "Performance Metrics" refers to quantifiable objectives used to determine variable compensation components.

2. COMPENSATION FRAMEWORK

1 Base Compensation Structure

1.1 Base Salary Bands

- CEO: \$285,000 - \$375,000 annually
- CTO: \$245,000 - \$325,000 annually
- Chief Strategy Officer: \$220,000 - \$290,000 annually
- Executive Vice Presidents: \$180,000 - \$250,000 annually

2 Equity Compensation

2.1 Equity Grant Parameters

- Initial equity grants vest over a four-year schedule with a one-year cliff
- CEO equity allocation: 3.5% of outstanding shares
- CTO equity allocation: 2.75% of outstanding shares
- Other executive-level allocations: 1.25% - 2% of outstanding shares

3 Annual Performance Bonus Structure

3.1 Bonus Calculation Methodology

- Bonuses calculated based on individual and company performance metrics
- Target bonus ranges:
 - a) CEO: 40-60% of base salary
 - b) CTO: 35-50% of base salary
 - c) Executive Vice Presidents: 25-40% of base salary

3.2 Performance Metrics

- Revenue growth
- Customer acquisition
- Product development milestones
- Operational efficiency improvements

3. BENEFITS PACKAGE

1 Standard Executive Benefits

- Comprehensive medical, dental, and vision insurance
- Life and long-term disability insurance
- Executive-level health screening program
- Annual professional development budget of \$25,000

2 Additional Compensation Provisions

2.1 Retirement Benefits

- 401(k) matching up to 6% of annual compensation
- Supplemental executive retirement plan (SERP) for key leadership

3 Severance and Change of Control Provisions

3.1 Severance Parameters

- CEO: 18 months base salary and accelerated equity vesting
- CTO: 12 months base salary and partial equity acceleration
- Other executives: 6-9 months base salary

4. COMPLIANCE AND GOVERNANCE

1 Compensation Committee Oversight

- Annual review of compensation structures
- Independent evaluation of market competitive rates
- Alignment with shareholder interests

2 Clawback Provisions

- Performance-based compensation subject to potential recoupment in cases of:
 - a) Financial restatements
 - b) Misconduct
 - c) Violation of company policies

5. CONFIDENTIALITY AND RESTRICTIONS

1 Non-Disclosure

Executives are bound by comprehensive non-disclosure and intellectual property protection agreements.

2 Non-Compete

Executives are subject to 12-month non-compete restrictions post-employment.

6. EXECUTION

Approved and executed by:

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Date: January 22, 2024

7. DISCLAIMER

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