

FOUNDER'S EQUITY DISTRIBUTION MEMORANDUM

CONFIDENTIAL DOCUMENT

Nexus Intelligent Systems, Inc.

Delaware Corporation

Incorporation Date: March 15, 2018

1. PRELIMINARY RECITALS

1 This Founder's Equity Distribution Memorandum ("Memorandum") establishes the definitive record of initial equity allocation for the founding principals of Nexus Intelligent Systems, Inc. (the "Company").

2 The equity distribution outlined herein reflects the original capitalization structure established at the Company's formation and subsequent equity adjustments through the Series B funding round.

2. FOUNDING EQUITY PRINCIPALS

1 Founding Principals

The following individuals are recognized as the original founders with equity stakes:

- a) Dr. Elena Rodriguez - Founder & Chief Executive Officer
- b) Michael Chen - Founder & Chief Technology Officer
- c) Sarah Williamson - Founder & Chief Strategy Officer

3. INITIAL EQUITY ALLOCATION

1 Original Equity Issuance

The initial equity distribution at incorporation was structured as follows:

- a) Dr. Elena Rodriguez: 35% (3,500,000 shares)
- b) Michael Chen: 32% (3,200,000 shares)
- c) Sarah Williamson: 23% (2,300,000 shares)
- d) Reserved Employee Equity Pool: 10% (1,000,000 shares)

2 Vesting Schedule

All founder equity is subject to a four-year cliff vesting schedule with a one-year initial cliff and quarterly pro-rata vesting thereafter.

4. TRANSFER RESTRICTIONS

1 Founder Share Transfer Limitations

Founders are subject to the following transfer restrictions:

- a) No unrestricted transfers are permitted during the initial four-year vesting period
- b) Transferability is contingent upon continued employment with Nexus Intelligent Systems
- c) Accelerated vesting may occur upon specific change of control events

5. REPURCHASE RIGHTS

1 Involuntary Separation

In the event of involuntary separation from the Company, the following repurchase provisions apply:

- a) Unvested shares shall be immediately repurchased at original issue price
- b) Vested shares may be subject to right of first refusal by the Company
- c) Repurchase terms are subject to Board of Directors' discretion

6. DILUTION PROTECTION

1 Anti-Dilution Provisions

Founders shall retain pro-rata participation rights in subsequent financing rounds, with standard weighted average anti-dilution protections.

7. REPRESENTATIONS AND WARRANTIES

1 Founder Representations

Each founder represents and warrants:

- a) Full legal capacity to enter equity arrangements
- b) No conflicting obligations with prior employers
- c) Compliance with all Company intellectual property assignment agreements

8. CONFIDENTIALITY AND PROPRIETARY INFORMATION

1 Ongoing Obligations

Founders acknowledge continuing obligations regarding:

- a) Protection of Company confidential information
- b) Non-compete restrictions
- c) Intellectual property assignment provisions

9. GOVERNING LAW

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

10. EXECUTION

IN WITNESS WHEREOF, the undersigned founders have executed this Memorandum as of the date first written above.

SIGNATURES

Dr. Elena Rodriguez

Dated: January 22, 2024

Michael Chen

Dated: January 22, 2024

Sarah Williamson

Dated: January 22, 2024

CORPORATE APPROVAL

Board Secretary

Nexus Intelligent Systems, Inc.

Dated: January 22, 2024

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