

COMPENSATION AND EQUITY ALLOCATION PLAN

OF NEXUS INTELLIGENT SYSTEMS, INC.

CONFIDENTIAL DOCUMENT

EFFECTIVE DATE: January 22, 2024

1. INTRODUCTION AND PURPOSE

1 This Compensation and Equity Allocation Plan ("Plan") is established by Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), to provide a comprehensive framework for compensating and incentivizing key personnel through strategic equity and cash compensation mechanisms.

2 The primary objectives of this Plan are to:

- a) Attract and retain exceptional talent in the enterprise AI and predictive analytics sector
- b) Align individual performance with corporate strategic objectives
- c) Create long-term value for shareholders and key contributors
- d) Establish transparent and equitable compensation structures

2. DEFINITIONS

1 "Eligible Participants" shall mean full-time employees, executive officers, and key strategic contributors of the Company who are selected to participate in this Plan.

2 "Equity Units" refers to restricted stock units, stock options, and performance-based equity grants issued under this Plan.

3 "Vesting Schedule" means the predetermined timeline under which Equity Units become exercisable or transferable by the participant.

3. COMPENSATION STRUCTURE

1 Base Compensation Tiers

a) Executive Leadership Tier

- CEO: Base Salary Range \$275,000 - \$325,000
- CTO: Base Salary Range \$250,000 - \$300,000

- Chief Strategy Officer: Base Salary Range \$225,000 - \$275,000

b) Senior Management Tier

- Senior Directors: Base Salary Range \$180,000 - \$220,000
- Directors: Base Salary Range \$140,000 - \$180,000

c) Professional Tier

- Senior Technical Roles: Base Salary Range \$120,000 - \$160,000
- Technical Roles: Base Salary Range \$85,000 - \$120,000

2 Annual Performance Bonus

- Executive Leadership: 25-40% of base salary
- Senior Management: 15-25% of base salary
- Professional Tier: 10-15% of base salary

4. EQUITY ALLOCATION FRAMEWORK

1 Initial Equity Grant Percentages

- a) Executive Leadership: 3-5% of total outstanding equity
- b) Senior Management: 0.5-1.5% of total outstanding equity
- c) Professional Tier: 0.1-0.5% of total outstanding equity

2 Vesting Conditions

- Standard 4-year vesting with 1-year cliff
- 25% of total grant vests after 12 months
- Remaining 75% vests quarterly over subsequent 36 months

3 Accelerated Vesting Provisions

- Full acceleration upon change of control event
- Partial acceleration for involuntary termination without cause

5. PERFORMANCE METRICS

1 Equity and bonus compensation shall be contingent upon achievement of:

- a) Individual performance objectives
- b) Department-level key performance indicators

c) Company-wide strategic milestones

6. ADMINISTRATION

1 The Compensation Committee of the Board of Directors shall have full authority to interpret and implement this Plan.

2 The Company reserves the right to modify, suspend, or terminate this Plan at any time, subject to existing contractual obligations.

7. LEGAL DISCLAIMERS

1 This Plan does not constitute a guarantee of employment and does not create an employment contract.

2 All equity grants are subject to applicable securities laws and Company bylaws.

8. EXECUTION

IN WITNESS WHEREOF, the undersigned authorized representative executes this Compensation and Equity Allocation Plan.

Dr. Elena Rodriguez

Chief Executive Officer

Nexus Intelligent Systems, Inc.

Date: January 22, 2024