

Executive Compensation and Benefits Schedule

Confidential Document - Nexus Intelligent Systems, Inc.

1. PRELIMINARY PROVISIONS

1 Purpose

This Executive Compensation and Benefits Schedule ("Schedule") details the comprehensive compensation framework for key executive personnel of Nexus Intelligent Systems, Inc., a Delaware corporation (the "Company"), as of January 22, 2024.

2 Scope of Coverage

This Schedule encompasses compensation arrangements for the following executive positions:

- Chief Executive Officer (CEO)
- Chief Technology Officer (CTO)
- Chief Strategy Officer (CSO)
- Chief Financial Officer (CFO)
- Chief Operating Officer (COO)

2. BASE COMPENSATION

1 Annual Base Salary Structure

The following base salary levels are established for key executives:

- a) Dr. Elena Rodriguez, CEO: \$375,000 per annum
- b) Michael Chen, CTO: \$325,000 per annum
- c) Sarah Williamson, CSO: \$295,000 per annum
- d) Jonathan Reyes, CFO: \$285,000 per annum
- e) David Kim, COO: \$310,000 per annum

2 Salary Adjustment Mechanism

Base salaries shall be subject to annual review, with potential adjustments based on:

- Individual performance metrics
- Company financial performance
- Market compensation benchmarks in enterprise AI services sector

- Recommendation of Compensation Committee

3. PERFORMANCE-BASED COMPENSATION

1 Annual Bonus Program

Executives are eligible for performance-based bonuses with the following parameters:

a) Target Bonus Percentages:

- CEO: 50% of base salary
- CTO: 40% of base salary
- CSO: 35% of base salary
- CFO: 35% of base salary
- COO: 40% of base salary

b) Performance Metrics:

- Revenue growth
- EBITDA achievement
- Strategic initiative completion
- Customer acquisition and retention
- Technology development milestones

2 Bonus Calculation Methodology

Bonuses will be calculated using a weighted scorecard approach, with specific metrics determined annually by the Compensation Committee.

4. EQUITY COMPENSATION

1 Equity Grant Structure

Executives shall receive equity compensation through:

- Restricted Stock Units (RSUs)
- Performance-based stock options
- Long-term incentive plan (LTIP) awards

2 Vesting Schedule

Equity grants shall follow a four-year vesting schedule with:

- 25% vesting after first year

- Quarterly vesting thereafter
- Accelerated vesting provisions in change of control scenarios

5. BENEFITS PACKAGE

1 Health and Welfare Benefits

Comprehensive benefits include:

- Medical, dental, and vision insurance
- Life and disability insurance
- Executive-level health screening program
- Mental health and wellness resources

2 Retirement Benefits

- 401(k) plan with company match up to 6%
- Additional deferred compensation program for executives

6. ADDITIONAL COMPENSATION PROVISIONS

1 Severance Arrangements

Executives shall receive severance benefits contingent upon:

- Involuntary termination without cause
- Resignation for good reason
- Change of control scenarios

2 Non-Compete and Confidentiality

Comprehensive non-compete and intellectual property protection clauses shall be maintained for all covered executives.

7. MISCELLANEOUS PROVISIONS

1 Compliance and Regulatory Considerations

This Schedule is subject to:

- Securities and Exchange Commission regulations
- Internal Revenue Code provisions
- Delaware corporate governance standards

2 Amendment and Modification

The Company reserves the right to modify this Schedule with appropriate notice and Compensation Committee approval.

8. EXECUTION

Approved and executed this 22nd day of January, 2024.

Dr. Elena Rodriguez

Chief Executive Officer

Michael Chen

Chief Technology Officer

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