

Memorandum of Strategic Collaboration & Support

This Memorandum of Strategic Collaboration & Support (the “Agreement”) is entered into as of _____ (the “Effective Date”), by and between:

1. _____ (“Customer”), a _____ corporation, having its principal place of business at _____.
2. **OptiU Inc.** (“OptiU”), a Delaware corporation, having its registered address at __8 The Green Suite A, Dover, Delaware 19901 USA__.

The Customer and OptiU may be referred to individually as a “Party” and collectively as the “Parties.”

Preamble – A Shared Belief in the Future of Decision-Making

The world is entering a new era of Artificial Intelligence. Generative AI (GenAI) has changed how people access information, but it does not **decide**. Traditional Operations Research (OR) offers rigor but produces **static snapshots** that quickly expire.

Autonomous Optimization Models (AOMs), powered by **OptiU’s Reinforcement Learning Automation (RLA) platform**, represent the missing leap: the ability to continuously **learn, optimize, and execute real-time decisions under uncertainty, volatility, complexity, and constraints**.

Customer recognizes this transformation as both **inevitable and foundational**. This Agreement captures Customer’s conviction in AOMs, its willingness to **adopt and support OptiU solutions**, and its intent to **co-innovate on the future of enterprise optimization**.

Key Definitions

- **AOMs (Autonomous Optimization Models)**: AI models that compute **optimal decisions under real-world constraints**, continuously adapting with feedback loops.
- **RLA (Reinforcement Learning Automation)**: OptiU’s platform integrating RL agents, orchestration layers, and smart engines to deliver autonomous optimization at scale.
- **RLA Agentic Forecaster**: A forecasting engine that autonomously selects, ensembles, and adapts models to deliver superior accuracy and business impact.
- **SCX Modules**: Real-time supply chain execution optimizers (e.g., Allocation Maximizer, Replenishment Orchestrator, Resilience Optimizer) that make in-execution decisions.
- **Opti**: A conversational, ChatGPT-like system that makes AOMs accessible to every employee, powering optimization through natural language interaction.

1. Conviction in AOMs

Customer affirms its strong belief that AOMs are a **category-defining breakthrough** that will reshape enterprise and societal decision-making. Specifically:

- **Beyond GenAI**: AOMs are prescriptive and closed-loop, computing **optimal actions** rather than descriptive outputs.

- **Beyond OR:** AOMs are continuous and adaptive, evolving with every new signal rather than producing static, one-time plans.
- **Strategic Relevance:** AOMs address core business challenges in forecasting, scheduling, routing, sourcing, pricing, portfolio allocation, and more — areas where human intuition or legacy tools fail.

OptiU's mission to become the **Optimization Backbone for the World** aligns directly with Customer's vision for the future of its operations.

2. Proof of Concept – Agentic Forecaster

OptiU will conduct a **complimentary Proof of Concept (PoC)** using Customer's proprietary data with the **RLA Agentic Forecaster** ([Demo Video](#)).

- **Success Criteria:** Achieving a minimum **RMSE accuracy of 60% or higher on 50% or more of Customer's products/SKUs**.
- **Demonstrated Capabilities:** Automated best-fit model selection at the product level (e.g., ARIMA, XGBoost, LSTM, Prophet), ensemble learning, multivariate demand drivers, explainability dashboards, and adaptive learning.
- **Adoption Path:** Upon successful completion, Customer expresses its willingness to adopt **ready-made AOMs**, beginning with the Forecaster and extending to the **SCX (Supply Chain Execution) modules** relevant to Customer's business context ([SCX Intro Video](#)).
- The SCX modules include:
 - **Smart Replenishment Orchestrator (Shelf-Life Aware) - ([Demo Video](#))**
Orchestrates replenishment across plants and DCs using shelf-life, consumption velocity, and cost trade-offs to minimize spoilage and improve service levels. Also applies to distribution networks.
 - **Allocation Maximizer - ([Demo Video](#))**
Reallocates constrained inventory based on customer priority, consumption velocity, and price trends. Protects key accounts and prevents waste.
 - **Configure-to-Promise Scheduler - ([Demo Video](#))**
Generates accurate commit dates for configurable or make-to-order products by simulating supply chain feasibility across BOMs, capacity, and sourcing options.
 - **Dynamic Lead Time Injector - ([Demo Video](#))**
Predicts realistic delivery dates for POs based on historical vendor behavior, replacing static ERP lead times.
 - **Resilience Optimizer**
Automatically detects disruptions and initiates rerouting, reprioritization, and emergency mitigation actions. Strengthens continuity during breakdowns or supplier delays.

This establishes both the RLA Agentic Forecaster and SCX as the **first concrete entry point** for enterprise-wide autonomous optimization.

3. Support for Opti – Conversational Optimization System

OptiU is preparing to launch **Opti**, a ChatGPT-like conversational system that democratizes access to optimization. Opti enables any user — analyst, planner, or operator — to describe a challenge in natural language (e.g., scheduling, routing, resourcing) and receive **optimal, explainable recommendations** in real time.

Customer declares its **active support for Opti** and expresses willingness to:

- **Test & Validate** Opti across multiple departments and use cases.

- **Adopt a minimum of 10 seats at \$100 per seat per month** after validation, supporting both productivity and cultural adoption of optimization.
- **Champion Opti internally** as part of Customer's digital transformation journey, enabling employees to benefit from the world's first conversational optimization system.

4. Enterprise Platform Subscription & Co-Innovation

Customer is open to subscribing to the **entire RLA platform**, deployed within its **own Azure tenant** for maximum data security, sovereignty, and integration.

This platform adoption will:

- **Enable Scale:** Operate **Opti and ready-made AOMs** directly on Customer's proprietary data streams.
- **Ensure Integration:** Connect seamlessly with Customer's ERP, MES, CRM, other transactional systems, and all data lakes for **real-time, closed-loop optimization**.
- **Empower Co-Innovation:** Facilitate the joint design of **custom AOMs** to address Customer's unique challenges, industry pressures, and strategic goals.

By doing so, Customer not only adopts but also **helps shape the next generation of optimization technology**.

5. Preferred Procurement Pathway – Azure Marketplace

Customer and OptiU agree that the **preferred procurement channel** for OptiU solutions will be through the **Microsoft Azure Marketplace**, allowing streamlined contracting, simplified deployment, and alignment with Customer's cloud strategy.

- **EA Alignment:** OptiU solutions can be procured by **piggybacking on Customer's existing Microsoft Enterprise Agreement (EA)**, leveraging contractual efficiencies already in place.
- **MACC Consumption:** Customer may optionally **consume OptiU solutions against its Microsoft Azure Consumption Commitment (MACC)**, ensuring maximum financial optimization of its existing cloud investments.
- **Strategic Fit:** This pathway provides both organizations with accelerated procurement, transparent billing, and alignment with Microsoft's co-sell and incentive structures, further reinforcing the **strategic tri-partnership** between Customer, OptiU, and Microsoft.

6. Nature of this Memorandum

This is a **non-binding** Agreement; however it embodies a **tremendous confidence in OptiU's mission** and a **spirit of strategic partnership** between Customer and OptiU. While it does not entail a legal or financial obligation, it formalizes:

1. **Shared conviction** in AOMs and OptiU's mission.
2. **Intent to adopt** solutions starting with the Agentic Forecaster and SCX modules, contingent on PoC success.
3. **Support for Opti**, through active testing and minimum seat adoption.
4. **Openness to platform-level collaboration**, including co-innovation.

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement as of the Effective Date first written above.

Signatures

Customer

Signature: _____

Name: _____

Title: _____

Email: _____

Phone: _____

Date: _____

OptiU Inc.

Signature: _____

Name: Dr. Mohamed Aly

Title: Founder & CEO

Email: aly@optiu.ai

Date: September 13, 2025