

VCA PLATFORMS LLC

MEMBERSHIP, OWNERSHIP & ECONOMIC PARTICIPATION SCHEDULE

Document ID: VCA-PLAT-005 | Organizational Schedule | Status: Draft for Execution

Purpose. This Schedule records the agreed principal economic ownership, initial member designations, participation reserve and related governance distinctions of VCA Platforms LLC. It is to be read together with the Final Agreed Terms Schedule and the Company's definitive governing documents.

A. Principal Economic Ownership

Principal Side	Legal Holder	Agreed Principal Economics	Designation
Founder Side	Vince Carol	50%	Founder / Principal
Strategic Investment Side	Acorn Capital Holdings LLC	50%	Strategic Investment / Principal

Principal-economics protection. The agreed principal economics are 50% Founder Side and 50% Acorn/Strategic Investment Side. Additional capital does not, by itself, alter those agreed principal economics.

B. Separate 10% Economic Participation Reserve

Participation Reserve: A separate 10% economic participation reserve is maintained for executives, employees, advisors and strategic contributors. The reserve is structurally separate from the agreed 50/50 principal economics and does not automatically dilute, reduce or reallocate either principal side's agreed 50% economics.

Participant / Reserve	Economic Participation	Source	Status
Laquan James	2.5%	10% Participation Reserve	Aggregate award agreed; definitive grant pending
Remaining Participation Reserve	7.5%	10% Participation Reserve	Unallocated / subject to approved future awards

C. Laquan James Participation Treatment

Pre-funding contribution. Laquan James's aggregate 2.5% participation recognizes his material pre-funding contribution and is not intended to be treated as entirely prospective or future-performance-based participation.

Vesting treatment. The definitive participation grant will identify an appropriate portion as earned or vested in recognition of pre-funding contribution, with the balance subject to reasonable prospective service-based vesting. Once vested, participation will not be forfeited merely because employment or operating responsibilities later change, subject to the definitive grant's agreed transfer, Cause and other customary protections.

D. Governance Distinction

Economic participation is distinct from governance. Participation-pool awards do not automatically carry Board rights, Reserved-Matter approval rights or other governance rights. To the extent vested participation is intentionally granted voting rights, such rights are governed by the definitive participation and governance documents and may not approve or override a Reserved Matter.

Board structure during Founder Commitment Period: three Founder-designated seats and two Acorn-designated seats, with Reserved Matters remaining subject to mutual principal approval as provided in the controlling commercial framework.

E. Document Authority and Activation

Commercial authority: Final Agreed Terms Schedule Sections 3-4, 6-8 and 17-19, together with the subsequent written clarification concerning Laquan James's pre-funding participation treatment.

Activation status: This Schedule is an organizational record prepared for incorporation into the definitive VCA Platforms LLC transaction package. Its operative effect is subject to execution and adoption through the Company's definitive governing and participation documents.

F. Acknowledgment

The undersigned acknowledge that this Schedule is intended to memorialize and implement the agreed ownership and participation architecture without modifying the controlling commercial economics.

FOUNDER SIDE

Vince Carol

Signature: _____

Date: _____

STRATEGIC INVESTMENT SIDE

Acorn Capital Holdings LLC

By: _____

Name: _____

Title: _____

Date: _____